

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: Chapter 7
GOODMAN NETWORKS, INC. Case No.:
Debtor. 22-31641(MVL)

ORAL AND VIDEOTAPED DEPOSITION OF
JAMES GOODMAN
FEBRUARY 1, 2023
(REPORTED REMOTELY)

ORAL AND VIDEOTAPED DEPOSITION OF JAMES GOODMAN,
produced as a witness at the instance of the Original
Petitioning Creditors, and duly sworn, was taken in the
above-styled and numbered cause on February 1, 2023,
from 9:58 a.m. to 7:08 p.m., before Donna Wright, CSR
in and for the State of Texas, reported by machine
shorthand and remotely via Zoom, pursuant to the
Federal Rules of Civil Procedure, the 22nd Emergency
Order Regarding the COVID-19 State of Disaster, and any
stipulations or agreements stated on the record or
attached hereto.

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Rebecca Dominguez
Scott Seidel
Terri Weisman

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1 THE VIDEOGRAPHER: On the record at
2 9:58 a.m. My name is Don Harris, representing
3 Veritext. The date today is February 1st, 2023.
4 Please note that this deposition is being conducted
5 virtually. Quality of recording depends on the quality
6 of camera and Internet connection of participants.
7 What is seen from the witness and heard on the screen
8 is what will be recorded. Audio and video recording
9 will continue to take place unless all parties agree to
10 go off the record.

11 This is the video-recorded deposition of
12 James Goodman in the matter of Re: Goodman Networks,
13 Inc., filed in the United States Bankruptcy Court for
14 the Northern District of Texas, Dallas Division, Case
15 No. 22-31641 (MVL).

16 THE REPORTER: Is that it? Okay. Are
17 you ready for me to swear in the witness?

18 THE VIDEOGRAPHER: Yes.

19 THE REPORTER: Okay.

20 Okay. Mr Goodman, will you please raise
21 your right hand?

22 JAMES GOODMAN,
23 having being first duly sworn, testified as follows:

24 EXAMINATION

25 BY MR. PHAIR:

1 Q. Good morning, Mr. Goodman. My name is
2 Ryan Phair. I'm an attorney at Hunton Andrews Kurth in
3 Washington, DC. Before we get started I believe
4 there's someone who wants to make a statement for the
5 record, and now would be the time to do so.

6 MR. RUKAVINA: Yes. Thank you, Ryan.
7 This is Davor Rukavina. Just a few preliminary matters
8 to address. I represent Scott Seidel, who is the
9 trustee. With me is Ms. Brenda Funk. If I lose
10 connectivity, which I'm liable to do, please continue
11 without me. Ms. Funk will take over for me.

12 Second, as the parties know --
13 Mr. Goodman may not know -- the trustee has waived the
14 privilege through December 12th of last year for
15 anything having to do with the involuntary, including
16 the decision whether to contest it or not. The trustee
17 has not waived the privilege otherwise.

18 Mr. Goodman, as a former director, I've
19 asked your counsel to please confer with him if you
20 think a question would invade that privilege, and I
21 would ask Mr. Kleinsasser then to communicate with me.

22 I would also confirm for the record on
23 behalf of the trustee that we agree to the protective
24 order that Mr. Kleinsasser has in place and we will be
25 signing it.

1 Thank you for your time.

2 MR. PHAIR: Great.

3 Q. Mr. Goodman, as I said, my name is Ryan Phair.
4 I'm an attorney at Hunton Andrews Kurth here in
5 Washington, DC, and I'm counsel for the original
6 petitioning creditors, holders of the majority of 8
7 percent senior secured notes issued by Goodman
8 Networks, Inc.

9 THE REPORTER: Can you speak up a little
10 bit, Ryan? I don't know --

11 MR. PHAIR: Sure.

12 THE REPORTER: Okay.

13 Q. Mr. Goodman, could you please state your full
14 name for the record?

15 A. James E. Goodman, Jr.

16 Q. And what's your middle name?

17 A. Elmer.

18 Q. Where do you currently reside?

19 A. San Antonio, Texas.

20 Q. What's your address?

21 A. 103 Tomahawk Trail.

22 Q. Do you have any other residences?

23 A. Not primary residence, no.

24 Q. Do you have any secondary residences?

25 A. I do.

1 Q. Where is that?

2 A. College Station, Texas.

3 Q. And what's the address in College Station,
4 Texas?

5 A. 3311 Willow Ridge.

6 Q. Okay. Are there any other secondary or
7 tertiary residences?

8 A. No, there's not.

9 Q. Are you currently employed?

10 A. I am.

11 Q. Who is your current employer?

12 A. Myself.

13 Q. Do you have a business entity that -- that
14 you -- that you have incorporated yourself?

15 A. I do. It's Goodman Investments.

16 Q. And what is your role in Goodman Investments?

17 A. I'm the owner.

18 Q. Do you have any other roles either as an
19 officer, director, or anything like that?

20 A. I do -- I do not.

21 Q. Other than Goodman Investments, are you
22 employed by any other company at this time?

23 A. I'm not.

24 Q. Have you ever been deposed before?

25 A. I have.

1 Q. How many times?

2 A. Two to three times.

3 Q. Okay. And in what connection were you deposed
4 previously?

5 A. I'm sorry, what was the question?

6 Q. In what capacity were you deposed previously?

7 A. I was a witness or a defendant.

8 Q. Defendant in a lawsuit?

9 A. Yes.

10 Q. And when was that?

11 A. I don't know. I can't recall the dates.

12 Q. Was it five years ago, ten years ago, 20 years
13 ago?

14 A. Five years ago.

15 Q. All right. And what was that lawsuit about?

16 A. It was an employment contract.

17 Q. And you were deposed in connection with that
18 lawsuit?

19 A. Yes.

20 Q. The employment, was it -- did that relate to
21 Goodman Networks or some other entity?

22 A. No, it was for another entity.

23 Q. Which entity?

24 A. It was for Genesis Networks.

25 Q. Okay. Other than that instance, have you been

1 sued previously?

2 A. Yes.

3 Q. What other lawsuits have you been involved in?

4 A. There was another employment contract.

5 Q. And what company was that with?

6 A. It was Genesis Networks Integration.

7 Q. Okay. Other than the two lawsuits where you
8 were a defendant in employment litigation against
9 Genesis, were there any other lawsuits that you were
10 involved in?

11 A. Oh, there's -- I think there's a couple of
12 others. But, again, they were contract disputes, and
13 they were within the last five years.

14 Q. Did any of them involve Goodman Networks,
15 Inc.?

16 A. No.

17 Q. Did any of them involve Genesis?

18 A. Yes.

19 Q. Other than the two that we mentioned, were
20 any -- were there any other lawsuits involving Genesis?

21 A. Not that I can recall.

22 Q. Have you ever been involved in a lawsuit where
23 someone has accused you of fraud?

24 A. Not that I can recall, no.

25 Q. Have you ever been subject to a government

1 investigation?

2 A. No.

3 Q. Okay. I'm sure your counsel has given you an
4 overview of what to expect today, but just briefly I
5 want to just kind of walk through sort of the ground
6 rules of how we'll conduct the examination today.

7 My name is Ryan, and I'll be conducting
8 the examination for a significant portion of the time.
9 There will be other attorneys or different counsel that
10 will come in after me today that will also ask you
11 questions. So I'll ask you questions, you'll give me
12 answers. A court reporter is here to take and
13 transcribe all of that. We have a videographer here
14 who's also taking a video of all of that. Do you
15 understand?

16 A. Yes.

17 Q. A couple just, you know, practical things that
18 I just want to touch on. When I ask you a question, I
19 would appreciate it if you would just, you know, maybe
20 take a beat before you answer, just to give your
21 counsel and anyone else who has an objection time to
22 interpose that objection. That would be helpful and I
23 think the court reporter would appreciate it.

24 Also, we would ask that you give us a
25 verbal response. The court reporter can't take down,

1 you know, if I ask you a question and you shake your
2 head yes or no. We need to have a live answer.

3 We will be taking breaks throughout the
4 day. You can tell us at any point if you want to take
5 a break. The only stipulation is that if there's a
6 question pending we ask that you answer the question
7 before we take a break; is that fair?

8 A. Yes, sir.

9 Q. Is there any reason why you can't testify --

10 MR. KLEINSASSER: James just let him
11 finish just so we -- sorry, Ryan.

12 James, let him -- let him finish so that
13 we have a clear record.

14 THE WITNESS: Okay.

15 MR. KLEINSASSER: So just do a -- that's
16 what he's saying. Do a pause after his question just
17 so I can object or y'all don't overlap on question and
18 answer, okay?

19 THE WITNESS: Okay.

20 MR. KLEINSASSER: Thanks.

21 THE VIDEOGRAPHER: Hey, while we're
22 stopped down here, Mr. Phair, your audio -- I need to
23 work on your audio, so we need to go off the record for
24 just a second --

25 MR. PHAIR: Okay.

1 THE VIDEOGRAPHER: -- before we get going
2 much further.

3 Off the record at 10:07 a.m.

4 (Recess from 10:07 a.m. to 10:10 a.m.)

5 THE VIDEOGRAPHER: On the record at
6 10:10 a.m.

7 MR. PHAIR: Great. Thank you.

8 Q. (BY MR. PHAIR) Mr. Goodman, are you familiar
9 with a company called Goodman Networks, Inc.?

10 A. I am.

11 Q. What business is Goodman Networks, Inc. in?

12 A. None.

13 Q. You mean currently?

14 A. Currently, yes.

15 Q. What do you mean by "none"? Like it no longer
16 is an operating business entity, is that what you're
17 saying?

18 A. They currently don't have a customer.

19 Q. Is it currently an operating business entity,
20 though?

21 A. It is, yes.

22 Q. Does it have any ongoing revenues?

23 A. I don't know.

24 Q. Does it have a board?

25 A. I don't know.

1 Q. Does it have any officers?

2 A. I do not know.

3 Q. What is your relationship with Goodman
4 Networks, Inc.?

5 A. I'm a shareholder.

6 Q. How did you come to be involved with Goodman
7 Networks, Inc.?

8 A. I was a founding member.

9 Q. When did you found Goodman Networks, Inc.?

10 A. I think in 2001.

11 Q. And what was your original role with Goodman
12 Networks, Inc. in 2001?

13 A. I cannot recall.

14 Q. Were you ever an officer of Goodman Networks,
15 Inc.?

16 A. Yes.

17 Q. What role did you have as an officer of
18 Goodman Networks, Inc.?

19 A. President. I can't remember.

20 Q. And what time period were you president of
21 Goodman Networks, Inc.?

22 A. 2001.

23 Q. 2001 until when?

24 A. I don't recall.

25 Q. All right. Were you the president of Goodman

1 Networks, Inc. at any point after 2001?

2 A. No.

3 Q. So the only time that you ever held an officer
4 role at Goodman Networks, Inc. was in 2001?

5 A. In -- as president, because that was the
6 question that you asked me?

7 Q. Yes, sir.

8 A. As president or another officer role?

9 Q. Did you have another officer role at some
10 point in time?

11 A. I was an interim CEO, non-officer interim CEO
12 in like 2022 or 20 --

13 Q. So did you have any other role other than as a
14 shareholder with Goodman Networks, Inc. other than when
15 you were president in 2001 and when were you interim
16 CEO in 2022?

17 A. I could have. I just don't recall.

18 Q. When you were interim CEO, what was your role?

19 A. Just as a board member.

20 Q. Were you --

21 A. The interim role was -- was just to try to
22 look for -- to try to help the company.

23 Q. When did you begin as interim CEO?

24 A. In 2022. It would have been -- I'm not
25 sure -- the third quarter or fourth quarter.

1 Q. Was there a formal written agreement
2 appointing you as interim CEO?

3 A. I'm not sure. I can't recall.

4 Q. Did you ever sign an employment agreement?

5 A. Probably not -- no. Not an employment
6 agreement, no.

7 Q. Why did you become interim CEO in the third or
8 fourth quarter of 2022?

9 A. When AT&T canceled the contract, the existing
10 or previous CEO and, you know, other staff started
11 resigning and leaving the company.

12 Q. You mentioned a contract with AT&T. What was
13 that?

14 A. The contract was for the DirecTV installation.

15 Q. And was that the primary source of Goodman
16 Networks, Inc.'s business?

17 A. It was.

18 Q. Do you know how much revenue, ballpark, the
19 company would derive from the AT&T contract?

20 MR. KLEINSASSER: Objection to form.

21 A. I do not.

22 Q. Who was the CEO who preceded you?

23 A. It was Mark Keiffer.

24 THE REPORTER: Was that Keiffer?

25 THE WITNESS: Keiffer, yes.

1 THE REPORTER: Keiffer.

2 Q. When did AT&T cancel the contract?

3 A. I want to say it was December of '21.

4 Q. And then I assume that the resignation
5 happened in --

6 MR. LANGLEY: This is Adam Langley,
7 Butler Snow. We just lost our primary internet
8 connection, so I've been out for the last five minutes.
9 I'm on a hotspot now, so -- we can keep going, but I
10 just want to make that known on the record that we were
11 absent for the last five minutes.

12 MR. PHAIR: Great. Thank you, Adam.

13 Q. So the resignation that you talked about,
14 those primarily occurred in Q1-Q2 2022 after the
15 cancellation of the AT&T contract in December of 2021?

16 A. I can't recall.

17 Q. How many people resigned?

18 A. Five, six.

19 Q. And how did it come to be that you were
20 appointed as the interim CEO?

21 MR. KLEINSASSER: Objection, form.

22 A. Yeah, I don't recall.

23 THE REPORTER: Who was that that just
24 objected?

25 MR. KLEINSASSER: Matthias Kleinsasser.

1 I'm Mr. Goodman's counsel.

2 THE REPORTER: Oh, okay. I didn't -- all
3 right.

4 MR. KLEINSASSER: And I'm sorry, ma'am.
5 Are you -- if you're having trouble hearing me, let me
6 know.

7 THE REPORTER: No, I hear you. I just
8 was --

9 MR. KLEINSASSER: Okay. Thank you.

10 Q. So this would have been six months ago where
11 you assumed the role as interim CEO; is that correct?

12 A. Could you say that again?

13 Q. You said that you were -- took on the role of
14 interim CEO in Q3-Q4 of 2022. So that would have been
15 approximately six, seven months ago, right?

16 A. Yeah. I would have to look to be sure of the
17 exact dates.

18 Q. Okay. So what were the circumstances that led
19 to you becoming interim CEO?

20 A. The previous CEO resigned and left. You know,
21 no one else at the company, you know, wanted to assume
22 the position, the role, so that's why I was appointed
23 the interim CEO.

24 Q. Who appointed you interim CEO?

25 A. It would have had to have been the board.

1 Q. And who was on the board at the time?

2 A. I can't recall.

3 Q. This would have been six, seven months ago.

4 Can you recall any of the members who were on the board
5 six, seven months ago that appointed you as interim CEO
6 of Goodman Networks?

7 A. It -- you know, I'm not sure if Mark Keiffer
8 was still on the board or if he already left or if it
9 was just him and I. But, no, I would have to go back
10 and look to see who was on the board at that time.

11 Q. All right. So let's -- let's just take the
12 last year, 2022. Can you name for me, besides
13 yourself, anyone else who you're aware of sitting here
14 today that was on the board of Goodman Networks, Inc.?

15 A. At what time?

16 Q. In any of 2022.

17 A. It would have been Mark Keiffer, myself.
18 There was one other gentleman. I can't recall his
19 name, but he was on the board for, you know, just a few
20 months before he resigned.

21 Q. And what can you -- describe for me this
22 gentleman.

23 A. He was the -- the previous executive at AT&T.

24 Q. Do you know what his role was at AT&T?

25 A. I guess he was the CEO or the CFO for the

1 telecom division.

2 Q. And when was he on the board?

3 A. I want to say in 2022, like early, second
4 quarter.

5 Q. Okay. So other than Mr. Keiffer, yourself,
6 and this gentleman from AT&T, is there anyone else
7 sitting here today that you could identify as being on
8 the board of Goodman Networks, Inc. in 2022?

9 A. Yeah, Jim Frinzi would have joined the board.

10 Q. Anyone else?

11 A. I think my son was on the board for, you know,
12 a few months.

13 Q. What's your son's name?

14 A. Jake Goodman.

15 Q. Anyone else?

16 A. Not that I can recall, no.

17 Q. Where would I look to find out who the members
18 of the board were? Was there something in Goodman
19 Networks, Inc.'s records that would indicate who was
20 and was not on the board?

21 A. Yeah, the minutes, the corporate minutes would
22 have it.

23 Q. Were there resolutions that were adopted to
24 appoint members to the board?

25 A. There should have been, yes.

1 Q. And what about in terms of resignations? Were
2 there resignation letters generally resigning from the
3 board?

4 A. Typically, yes.

5 Q. Okay. So let's take those individuals
6 separately. So Mr. Keiffer at some point in 2022 was
7 on the board. I assume he was no longer on the board
8 after he resigned his position as CEO; is that fair?

9 A. That's fair.

10 MR. KLEINSASSER: Objection, form.

11 Q. When did Mr. Keiffer resign from the board?

12 A. I'm not sure. I would have to go back and
13 look.

14 Q. Putting aside specifics, I mean, are we
15 talking more Q1 2022, Q4 2022? Just ballpark it for
16 me.

17 A. Just taking a guess, I would say second
18 quarter of 2022.

19 Q. And was there a reason why Mr. Keiffer left
20 the board?

21 A. You would have to ask him.

22 Q. Did he ever express to you a reason why he
23 left the board?

24 A. I can't recall.

25 Q. Have you ever been in communication with

1 Mr. Keiffer?

2 A. Maybe once or twice a year I'll --

3 Q. And did the -- so yourself. The AT&T
4 gentleman, when did he join the board?

5 A. I can't remember. The -- you know, I would
6 really have to go back, look at the minutes, and then I
7 could tell you the date whenever he joined and
8 resigned.

9 Q. Is the -- did he resign after AT&T terminated
10 the contract?

11 MR. KLEINSASSER: Objection, form.

12 A. He did.

13 Q. Okay. And then Jake Goodman, your son, when
14 was your son appointed to the board?

15 A. I think it was in that second quarter, that
16 first quarter or second quarter.

17 Q. And why was he appointed to the board?

18 A. Just for experience.

19 Q. And who was on the board when you were
20 appointed as interim CEO?

21 A. Mark Keiffer, and I can't recall who else. It
22 that would have been in 2019.

23 Q. I'm sorry, I thought you said that you were
24 appointed interim CEO in 2022.

25 A. That's correct, yeah.

1 Q. So who was on the board when you were
2 appointed interim CEO in 2022?

3 A. Oh, sorry. It would have been probably just
4 Mark Keiffer. I'm not sure if there was somebody else
5 on there. There probably was. I would just have to go
6 back and look.

7 Q. And was there a formal resolution appointing
8 you as interim CEO?

9 A. I'm not sure.

10 Q. And then when did you step down as interim CEO
11 of Goodman Networks, Inc.?

12 MR. KLEINSASSER: Objection, form.

13 Q. Let me rephrase that.

14 Did you -- are you currently still the
15 interim CEO of Goodman Networks, Inc.?

16 A. No.

17 Q. Why not?

18 A. I have other business interests.

19 Q. Did you formally resign from Goodman Networks,
20 Inc. as interim CEO?

21 A. I did.

22 Q. When did you do that?

23 A. It would have been in the third quarter
24 of 2022.

25 Q. And why did you resign?

1 A. I had other business interests.

2 Q. And who replaced you?

3 A. Well, I'm not sure if Jim Frinzi stepped in as
4 CEO at that time or if it was somebody else. I would
5 have to go back and look.

6 Q. Are you still on the board of Goodman
7 Networks, Inc.?

8 A. No.

9 Q. Did you resign from the board of Goodman
10 Networks, Inc.?

11 A. I did.

12 Q. Why did you resign?

13 A. I had other business interests.

14 Q. When did you resign from the board of Goodman
15 Networks, Inc.?

16 A. So I gave a verbal in December of 2021, and
17 then I sent -- and then there was a written resignation
18 in -- I think it was like February of 2022.

19 Q. And did you have any continuing role with the
20 company after your resignation from the board in
21 February of 2022?

22 A. No.

23 Q. So you didn't have any communication with the
24 company or anything like that after February 2022?

25 A. Yes, I would have.

1 Q. And who would you have been communicating with
2 after leaving the company in February 2022?

3 A. Jim Frinzi.

4 Q. Okay. Are you a current shareholder of
5 Goodman Networks, Inc.?

6 A. Yes.

7 Q. And do you know what your ownership percentage
8 is, roughly?

9 A. I'll say -- I'm guessing -- 21 percent,
10 22 percent.

11 Q. And do you hold that individually or through
12 companies or entities?

13 A. It would be individually and possibly through
14 a company. I would have to go back and check.

15 Q. And are you familiar with a company called
16 Goodman MBE Group, GP, LLC?

17 A. Yes.

18 Q. What is that?

19 A. It's the entity that was created to hold the
20 five brothers' common shares.

21 Q. And when you say "the five brothers' common
22 shares," what are you referring to?

23 A. My other four brothers.

24 Q. And what are their names?

25 A. It's Jason Goodman, Jonathan Goodman,

1 Jody Goodman, John Goodman, and myself, James Goodman.

2 Q. Do you have a role as manager of Goodman MBE
3 Group, GP, LLC?

4 A. No.

5 Q. Are you familiar with a group called Goodman
6 MBE Group, LP?

7 A. Is that not the same company?

8 Q. One is -- so two companies, Goodman MBE Group,
9 GP, LLC and Goodman MBE Group, LP. Are you familiar
10 with both of those companies?

11 A. Maybe.

12 Q. Have you ever heard of those companies before?

13 A. Well, I don't know the structure of how they
14 structured the -- you know, the company, if one is the
15 general partner and the other is, you know, the
16 managing partner. But, you know, I would have probably
17 referred to them as the same entity.

18 Q. And who would know that? Who would know that
19 structure?

20 A. I, you know, would have to go back and say,
21 "Go look and see who the secretary is," or maybe just
22 ask one of my brothers.

23 Q. Is there one brother who is most involved in
24 managing the affairs of the two entities?

25 A. No.

1 Q. Do you have an interest in Goodman MBE Group,
2 LP?

3 MR. KLEINSASSER: Objection, form.

4 A. What do you mean?

5 Q. Like do you have a financial interest in
6 Goodman MBE Group, LP?

7 A. No, they're -- they don't operate. Those
8 companies don't operate. They're just -- they were
9 there just to -- for the common shares to be held in
10 the -- to be held.

11 Q. Do you have shares in Goodman MBE Group, LP?

12 A. I should, yes.

13 Q. And does Goodman MBE Group, LP have shares in
14 Goodman Networks, Inc.?

15 A. Yes.

16 Q. Do you know how many?

17 A. They should have 51 percent.

18 Q. And does Goodman MBE Group, GP, LLC have
19 shares in Goodman Networks, Inc.?

20 A. Only one of them should have it. So if it's
21 not the LP, it's the GP if it's the general partner.
22 But only one of those entities are going to have the
23 51 percent.

24 Q. After you resigned from the board in February
25 of 2022, were you still being consulted on strategic

1 decisions of the company?

2 MR. KLEINSASSER: Objection, form.

3 A. Could you ask me the question again, please?

4 Q. Sure. After you resigned from the board of
5 Goodman Networks, Inc. in February of 2022, what was
6 the nature of your communications with the company
7 after that?

8 MR. KLEINSASSER: Objection, form.

9 A. Yeah, there was no official -- there was no
10 official role or responsibility with the company.

11 Q. Are you familiar with the bonds that were
12 outstanding from Goodman Networks, Inc.?

13 MR. KLEINSASSER: Objection, form.

14 A. Yes.

15 Q. And what do you understand about the bonds
16 that were outstanding of Goodman Networks, Inc.?

17 MR. KLEINSASSER: Objection, form.

18 A. That they're -- they're still owed. The
19 company still has an obligation to -- to retire those
20 bonds or to buy them.

21 Q. Okay. And after your resignation from the
22 board in February 2022, did you play any role or have
23 any communications in how the company would repay the
24 bonds?

25 MR. KLEINSASSER: Objection, form.

1 A. Not officially, no. As a shareholder, you
2 know, I would inquire about the bonds.

3 Q. Did you ever have any communication with
4 Goodman Networks, Inc.'s auditors about how Goodman
5 Networks, Inc. should repay the bonds after your
6 resignation from the board in February 2022?

7 MR. KLEINSASSER: Objection, form.

8 A. No.

9 Q. Did you have any communications with
10 Mr. Frinzi about how the company should repay the bonds
11 after your resignation from the board in February 2022?

12 MR. KLEINSASSER: Objection, form.

13 A. Yes.

14 Q. And what was the nature of those
15 communications?

16 A. I would ask him if he's reached an agreement
17 with the bondholders, where is he at, you know, with
18 the communication with the bondholders.

19 MR. KLEINSASSER: And I'm just going to
20 jump in. Mr. Goodman, to the extent that any of the
21 communications you're referring to might potentially be
22 privileged with Goodman Networks or -- or otherwise,
23 just, you know, be aware of that and let us know if
24 that's the case.

25 THE WITNESS: Okay.

1 Q. Did you ever receive status updates on the
2 outstanding bonds from Goodman Networks, Inc.'s
3 auditors after you resigned from the board in February
4 2022?

5 MR. KLEINSASSER: Objection, form.

6 A. No.

7 Q. Are you familiar with a company called Genesis
8 Networks?

9 A. Yes.

10 Q. What is Genesis Networks?

11 A. It's a telecommunications company.

12 Q. What does it -- what does it do? What's its
13 business?

14 A. It has no business.

15 Q. What business did it have when it existed?

16 A. Which company?

17 Q. Genesis Networks.

18 A. Okay. Well, we're -- Genesis Networks
19 Integration, it was just a holding company. It had no
20 business.

21 Q. What other Genesis entities?

22 A. There was Genesis Networks Telecom.

23 Q. What was its business?

24 A. It was a VAR, value-added resale, and services
25 company.

1 Q. Any other Genesis entities?

2 A. There was Genesis Networks Integration
3 Services. And it's been -- it hasn't operated for, you
4 know, probably five years. And then was Genesis
5 Network Global Services, and it was an IT staffing
6 company.

7 Q. And did you have an officer role in any of
8 these companies?

9 A. Typically, no. They were always ran by
10 other -- by other people.

11 Q. But at any point in time, did you have an
12 officer role at any of the Genesis Networks companies?

13 A. I could have.

14 Q. And what would that role have been?

15 A. It would have been like president or, you
16 know, an interim CEO position.

17 Q. What about as a director, were you ever a
18 director of any of the Genesis Networks entities?

19 A. Yes.

20 Q. Which one?

21 A. Probably all of them.

22 Q. And for -- during what time period?

23 A. I'm not sure.

24 Q. And did you own a percentage of the Genesis
25 Networks entities?

1 A. So the Genesis Networks Enterprises Company
2 would have owned -- owned the shares of the other
3 entities, and then I was the majority shareholder of
4 the -- GNE, the Genesis Networks Enterprise Company.

5 Q. Did Genesis Networks have a business
6 relationship with Goodman Networks?

7 A. It did not.

8 MR. KLEINSASSER: Objection, form.

9 Q. Did any of the Genesis Networks entities have
10 a business relationship with any of the Goodman
11 Networks entities?

12 MR. KLEINSASSER: Objection, form.

13 A. Not that I can recall.

14 Q. Do you know a company named People NQ, Inc.?

15 A. I do.

16 Q. What is that company?

17 A. It's just a clearinghouse entity for me. It's
18 where I pay bills out of.

19 Q. Do you have an officer --

20 THE REPORTER: Can you repeat the name of
21 that company?

22 MR. PHAIR: People NQ, Inc., Capital N,
23 Capital Q.

24 THE REPORTER: Okay.

25 Q. So do you have an officer or director role in

1 People NQ, Inc.?

2 A. Yes.

3 Q. Which?

4 A. A board member, CEO.

5 Q. Are there any other board members of
6 People NQ, Inc.?

7 A. No.

8 Q. Are there any other officers of People NQ,
9 Inc.?

10 A. No.

11 Q. Are you familiar with a company called World
12 Conquest, LLC?

13 A. Yes.

14 Q. What is that company?

15 A. I believe it's a company Jim Frinzi owns.

16 Q. And what does it do?

17 A. I do not know.

18 Q. Have you ever been an officer or director of
19 World Conquest, LLC?

20 A. No.

21 Q. What's your relationship with the World
22 Conquest, LLC?

23 A. None.

24 Q. We spoke about Mr. Frinzi. When did you first
25 meet Mr. Frinzi?

1 A. I don't know. 2006, whenever he was an
2 employee for Goodman. I'm not sure of the year. I
3 can't remember.

4 Q. And you said he was an employee of Goodman
5 back in the 2006 -- I'm not holding you to specifics.
6 I just -- just ballparking it for me.

7 So circa 2006 he was an employee. What
8 role did he have at Goodman Networks, Inc.?

9 A. I don't know. I wasn't involved with the
10 company, so I wasn't sure what his role was. I just
11 met him.

12 Q. And did you know him before he had an employee
13 role with the company?

14 A. No.

15 Q. So the first time you met him was when he
16 was -- he became an employee in circa 2006 of Goodman
17 Networks, Inc.?

18 A. Yes, yes.

19 Q. And how long was he an employee of Goodman
20 Networks, Inc.?

21 A. I don't know.

22 Q. What was his role in 2006?

23 A. I don't know. I just met him. I wasn't
24 involved with the company.

25 Q. Has he been with the company since 2006

1 continuously?

2 A. No.

3 Q. At what point did he leave the company?

4 A. I don't know.

5 Q. Is it your understanding that at some point
6 Mr. Frinzi became CEO of Goodman Networks, Inc.?

7 A. Yes.

8 MR. KLEINSASSER: Objection, form.

9 A. Yes.

10 Q. Could you explain the circumstances by which
11 Mr. Frinzi became the CEO of Goodman Networks, Inc.?

12 MR. KLEINSASSER: Objection, form.

13 A. So, you know, Jim was doing consulting work
14 and I asked him if he could, you know, help the
15 company, you know, find investment money.

16 Q. Why was the company looking for investment
17 money?

18 A. It needed to reinvent, you know, its business.
19 It needed to shift into the E-commerce business.

20 Q. And the -- you said you asked him to come in.
21 Was -- was that your decision or were there other
22 people involved in that decision?

23 MR. KLEINSASSER: Objection, form.

24 A. I can't recall.

25 Q. Who negotiated with him to bring him in to

1 Goodman Networks, Inc.?

2 MR. KLEINSASSER: Objection, form.

3 A. Yeah, I can't recall.

4 Q. Do you know when he came in as CEO of Goodman
5 Networks, Inc., roughly?

6 A. I would guess it would have been the summer or
7 the -- of 2022.

8 Q. Okay. And were you involved in the board
9 discussions -- well, let me step back.

10 Were there any board-level discussions
11 about bringing in Mr. Frinzi as CEO?

12 A. I can't recall.

13 Q. Does the board of Goodman Networks, Inc. meet
14 regularly?

15 MR. KLEINSASSER: Objection, form.

16 A. So when there, you know, was a decision that
17 had to be -- that needed board approval it would meet.

18 Q. Would it meet in person?

19 A. No, not necessarily.

20 Q. So over the past year, going into 2022, can
21 you recall any in-person meeting of the Goodman
22 Networks' board?

23 A. I cannot, no.

24 Q. So how would the Goodman Networks, Inc. board
25 meet? Would it be virtual, by telephone, how would

1 that work?

2 A. Typically it was by telephone.

3 Q. Do you recall any telephonic discussions with
4 other board members about bringing Mr. Frinzi in as CEO
5 of Goodman Networks, Inc.?

6 MR. KLEINSASSER: Objection, form.

7 A. I cannot recall, no.

8 Q. Sitting here today, can you identify any other
9 board member of Goodman Networks, Inc. who you
10 discussed retaining Mr. Frinzi as CEO of Goodman
11 Networks, Inc. with?

12 MR. KLEINSASSER: Objection. Objection.

13 A. Yeah, not board members. I would have
14 discussed it with other, you know, members at -- you
15 know, at the company.

16 Q. So you said "not board members." Who are the
17 other members that you're referring to?

18 A. It would have been like Scott Runke. He was
19 at the company. You know, I would have -- Joe Hart.

20 Q. And who are they?

21 A. Scott was -- you know, like -- I believe he
22 was VP of strategy and Joe Hart was the -- he was the
23 acting COO of the company.

24 Q. Okay. So you can recall discussions with some
25 of the officers of the company, but not with any board

1 members of the company; is that correct?

2 MR. KLEINSASSER: Objection, form.

3 A. Yes, that's correct.

4 Q. And sitting here today, can you tell me who
5 the board members were at the time that Mr. Frinzi was
6 selected as CEO?

7 A. I can't recall. I mean, it could have just
8 been me. You know, I just don't know if anyone else
9 was added. I would have to go back and look.

10 Q. And what was the scope of Mr. Frinzi's
11 authority as CEO of Goodman Networks, Inc.?

12 MR. KLEINSASSER: Objection, form.

13 A. To -- to wind down the company.

14 Q. Was that his -- so that was his task that you
15 charged him with, was winding down the company?

16 MR. KLEINSASSER: Objection, form.

17 A. Well, I didn't charge him, you know, with
18 that. You know, my initial discussion with Jim is, you
19 know, to help me go find new money, raise new money,
20 transition the company along with the other officers
21 and employees to a -- you know, an E-commerce business.

22 Q. Did Mister -- as the CEO of Goodman Networks,
23 Inc., did Mr. Goodman have the authority to control the
24 company's payments and -- payments and checking and
25 savings accounts and all that?

1 MR. KLEINSASSER: Objection, form.

2 A. Yes.

3 Q. Did anyone else have control over that?

4 MR. KLEINSASSER: Objection, form.

5 A. You know -- I mean, your controller, you know,
6 your CFO.

7 Q. But who had ultimate decisionmaking authority
8 on what got paid out of the company's coffers?

9 MR. KLEINSASSER: Objection, form.

10 A. Yeah, I don't know.

11 Q. Well, when you were on the board of Goodman
12 Networks, Inc., what was your understanding of who had
13 the authority to direct who made payments out of
14 Goodman Networks, Inc.'s accounts?

15 MR. KLEINSASSER: Objection, form.

16 A. Yeah, that was the focus of a board member.
17 That would have been daily operations.

18 Q. Did Mr. Frinzi ever discuss with you any
19 payments that were made by Goodman Networks, Inc.?

20 A. No.

21 MR. KLEINSASSER: Objection, form.

22 Q. Did the Goodman Networks, Inc. board provide
23 Mr. Frinzi with any direction?

24 MR. KLEINSASSER: Objection, form.

25 A. You know, early on I'm sure there would have

1 been, you know, discussions.

2 Q. Discussions of what, sir?

3 A. Just responsibilities, responsibility to the
4 creditors, responsibility, you know, to shareholders.

5 Q. Did Mr. Frinzi ever make a presentation to the
6 Goodman Networks, Inc. board?

7 MR. KLEINSASSER: Objection, form.

8 A. Yes, he did.

9 Q. On which occasions?

10 A. Well, you know, I don't even know if he made
11 it to the board. I better -- you know, I would need to
12 go back and check to see if it was the board. But I
13 remember him, you know, sending me a document of, you
14 know, kind of the plan forward.

15 Q. So other than this -- it sounds like a
16 strategic plan that Mr. Frinzi sent to you, were there
17 any other plans, documents that Mr. Frinzi sent the
18 board of Goodman Networks, Inc. while you were on it?

19 MR. KLEINSASSER: Objection, form.

20 A. I would have to go back and look. I can't
21 recall.

22 Q. Okay. So -- but sitting here today, you know,
23 after you acquired Mr. Frinzi, did the Goodman
24 Networks, Inc. board provide him with any direction
25 other than the general direction that you just

1 mentioned?

2 MR. KLEINSASSER: Objection, form.

3 A. Well, the -- the direction would have been,
4 you know, the role and responsibility, you know, to
5 manage, you know, creditors and shareholders and, you
6 know, that would have been the main focus and
7 discussions with Jim.

8 Q. Anything else?

9 MR. KLEINSASSER: Objection, form.

10 A. There could have been other discussions, you
11 know. I can't recall them. You know, once Jim stepped
12 in, you know, we tried everything with -- to maintain
13 the contract with AT&T, going out, finding money,
14 trying to transition the company to, you know, an
15 E-commerce business, look at, you know, different
16 options the company would have had.

17 And, you know, at that time then for Jim
18 to step in it would have been to -- you know, to manage
19 the obligations the company has to, you know, the
20 bondholders, creditors, and shareholders.

21 Q. And while you were a member of the board and
22 Mr. Frinzi was doing this, were you generally aware of
23 what Goodman Networks, Inc. was doing?

24 MR. KLEINSASSER: Objection, form.

25 A. Can you clarify the question, please?

1 Q. As a member of the Goodman Networks, Inc.
2 board, were you generally aware of what Goodman
3 Networks, Inc. was doing?

4 MR. KLEINSASSER: Objection, form.

5 A. So, you know, the responsibility or the
6 direction was, you know, to communicate with the
7 bondholders, communicate with the -- the creditors
8 and -- and, you know, wind down the company. That's
9 the instruction, that's, you know, the oversight
10 that -- you know, that I would have communicated or
11 talked with Jim about.

12 Q. So other than the sort of general directions,
13 were you aware as a member of the board about any sort
14 of meaningful expenditures, for example, that
15 Mr. Frinzi directed to be made -- paid during his
16 tenure?

17 MR. KLEINSASSER: Objection, form.

18 A. No.

19 Q. Did you get any kind of regular reports from
20 Mr. Frinzi?

21 A. No.

22 MR. KLEINSASSER: Objection, form.

23 Q. As a member of the board, were you aware of
24 material expenditures that were made by Goodman
25 Networks, Inc.?

1 MR. KLEINSASSER: Objection, form.

2 A. What do you mean by "material"?

3 Q. Maybe I should ask you. I mean, so what -- as
4 a member of the board you said you gave Mr. Frinzi
5 general direction. Did you generally understand when
6 he would make material expenditures, commitments,
7 decisions, would he consult with you on that?

8 MR. KLEINSASSER: Objection, form.

9 A. So, you know, the only item that I would talk
10 with Jim about would be if there was a severance or if
11 there was a -- a consulting, you know, agreement that
12 had to be paid. And then it would have been, you know,
13 about, you know, the bondholders -- you know,
14 communicating, talking with the bondholders and the --
15 and the other creditors.

16 Q. Did the board of Goodman Networks, Inc. have
17 an audit committee?

18 A. No.

19 Q. What type of controls did the board of Goodman
20 Networks, Inc. have in place?

21 MR. KLEINSASSER: Objection, form.

22 A. Yeah, they would -- in regular course of
23 business they would have overseen new opportunities,
24 obligations, new initiatives.

25 Q. So -- but I'm talking about while were you on

1 the board of Goodman Networks Inc., what type of
2 controls were in place over the expenditure of money by
3 Goodman Networks, Inc.?

4 MR. KLEINSASSER: Objection, form.

5 A. Well, that would have been Jim's
6 responsibility for the -- to oversee the expenditures.

7 Q. Are you aware -- as a board member of Goodman
8 Networks, Inc., are you aware of any internal controls
9 that existed at Goodman Networks, Inc. regarding the
10 expenditure of money?

11 MR. KLEINSASSER: Objection, form.

12 A. So -- yeah, the -- there would have been
13 controls there. A controller or CFO would have -- you
14 know, would have had to make decisions or look for
15 guidance, you know, from the CEO or -- you know, or
16 from, you know, the COO. That's typically how they get
17 their direction and guidance. So those are the
18 controls that are in the company.

19 Q. But what controls did you then exercise as a
20 member of the board of Goodman Networks, Inc. over
21 Mr. Frinzi and the controller and CFO?

22 MR. KLEINSASSER: Objection, form.

23 A. It would have been to -- to start
24 communicating with the bondholders and the creditors to
25 start to wind down the company.

1 Q. So I'm not asking about communications. I'm
2 asking about payment of money from Goodman Networks,
3 Inc. And my question is, as a board member of Goodman
4 Networks, Inc., what controls did you have in place to
5 oversee Mr. Frinzi, the controller, and the CFO with
6 regard to the expenditure of company money?

7 MR. KLEINSASSER: Objection, form.

8 A. So I -- I mean, the company would have had,
9 you know, standard processes and procedures that he
10 would have had to follow. And so, you know -- and a
11 course of -- if there was a major decision that had to
12 be made Jim would have had a protocol and a process to
13 follow to bring to the board to ask for permission.

14 Q. And during his tenure, did Mr. Frinzi ever
15 bring a major decision to the board?

16 MR. KLEINSASSER: Objection, form.

17 A. Yeah, not that I can recall.

18 Q. And, again, I'm not asking what it is. I'm
19 asking what specific controls that you put in place as
20 a member of the board of Goodman Networks, Inc. to
21 control the expenditure of money by Mr. Frinzi, the
22 CFO, and the controller?

23 MR. KLEINSASSER: Objection, form.

24 A. So those procedures would have already been in
25 place long before I was ever there. They would have

1 been, you know, the company's, you know, operating
2 agreement or bylaws. But they would have been in place
3 before I got there.

4 Q. Other than whatever was in existence before
5 you got there, were there any other internal controls
6 that you as a member of the board exercised over
7 Mr. Frinzi, the CFO, and the controller with regard to
8 the expenditure of money?

9 A. Not that I --

10 MR. KLEINSASSER: Objection, form.
11 Objection, form.

12 A. Not that I recall.

13 Q. Were you in communication with Mr. Frinzi on a
14 regular basis?

15 A. You know, I would communicate with him, yes, I
16 would.

17 Q. How would you communicate with him?

18 A. I would typically call him on the phone.

19 Q. Did you ever e-mail him?

20 A. Yes, I would have e-mailed him.

21 Q. Do you have a Goodman Networks, Inc. e-mail
22 account?

23 A. I do not.

24 Q. Do you have a personal e-mail account?

25 A. I have my Genesis e-mail account that I would

1 have used.

2 Q. Any other e-mail accounts that you would use
3 for communications with Mr. Frinzi?

4 A. I would have done, you know, text messages
5 or -- but those are typically the -- text message,
6 e-mail, or a phone call.

7 Q. Did you ever communicate with Mr. Frinzi via
8 other messaging apps like WhatsApp?

9 A. No, I would have by Signal. There would have
10 been, you know, communication.

11 Q. And why were you communicating with Mr. Frinzi
12 by Signal?

13 A. It was just convenient. It was -- he had the
14 app, so it was a convenient way to communicate.

15 Q. Any other means by which you communicated with
16 Mr. Frinzi?

17 A. No.

18 Q. Do you use Snapchat with him?

19 A. I do not.

20 Q. Do you use social media?

21 A. I do not.

22 Q. So e-mail, text, and Signal accounts is how
23 you communicated with Mr. Frinzi; is that correct?

24 A. And telephone.

25 Q. And telephone. Any other ways in which you

1 communicated with him?

2 A. I would have met him face-to-face as well.

3 Q. Any other means of communication?

4 A. Not that I can recall.

5 Q. The Signal account -- what is your Signal
6 account? Do you have a user name?

7 A. I would have to look at it. It should just be
8 your phone number, right?

9 Q. And why would you use Signal rather than just
10 sending him a text or picking up the phone and calling
11 him?

12 A. Just another form of communication.

13 Q. Signal is an encrypted form of communication,
14 is it not?

15 MR. KLEINSASSER: Objection, form.

16 A. Aren't they all?

17 Q. Whose idea was to it to use Signal to
18 communicate with each other, yours or Mr. Frinzi?

19 MR. KLEINSASSER: Objection, form.

20 A. Oh, I don't recall.

21 Q. How many messages would you send to Mr. Frinzi
22 using Signal?

23 A. I don't recall.

24 Q. Have you preserved any of your e-mails with
25 Mr. Frinzi?

1 A. All of my e-mails would have been preserved.

2 Q. Have you preserved your text messages with
3 Mr. Frinzi?

4 A. All of the text messages, you know, should
5 be -- anything that I have would be -- I mean, all we
6 would have to do is go to AT&T to get them. I don't --
7 I don't typically keep my next messages.

8 Q. Have you deleted any text messages with
9 Mr. Frinzi?

10 MR. KLEINSASSER: Objection, form.

11 A. Yeah, not that I recall. I just -- you know,
12 I have it set where it auto deletes.

13 Q. So after you send a text message it would have
14 automatically deleted?

15 A. No. It's typically within a 24-hour period.

16 Q. Sitting here today, do you think you have any
17 text messages with Mr. Frinzi?

18 A. I'm not sure.

19 Q. Have you looked?

20 A. No.

21 Q. What about Signal, do you have any Signal
22 messages with Mr. Frinzi?

23 A. I would have to look. I don't recall.

24 Q. Did you save any Signal messages with
25 Mr. Frinzi?

1 A. I would have saved any that -- whenever --
2 after the subpoena or once I was notified.

3 Q. And did you delete any Signal messages with
4 Mr. Frinzi?

5 A. They're -- it's set for auto delete, so --

6 Q. And did you suspend the auto delete feature of
7 your Signal and text messages after the lawsuit was
8 filed?

9 MR. KLEINSASSER: Objection, form.

10 A. I stopped communicating with Jim.

11 Q. That wasn't my question, sir. My question was
12 did you stop the auto deletion policy that you have on
13 your text messages and Signal messages after this
14 lawsuit was filed?

15 MR. KLEINSASSER: Objection, form. What
16 lawsuit are you talking about, Ryan?

17 MR. PHAIR: The bankruptcy proceeding.

18 MR. KLEINSASSER: Okay. Thank you for
19 clarifying that.

20 A. I would have to check.

21 Q. But sitting here today, you don't know whether
22 or not you suspended your auto delete policy?

23 A. I do not know.

24 Q. Have you ever taken a screen shot of texts or
25 Signal messages with Mr. Frinzi?

1 A. I typically do not, no.

2 Q. Do you have any such screen shots of texts or
3 Signal messages with Mr. Frinzi?

4 A. I would have to check.

5 Q. Who's Brad Kozma?

6 A. He was the CFO for Goodman.

7 Q. While you were a member of the board of
8 Goodman Networks, Inc. did Mr. Kozma provide you with
9 periodic reports?

10 A. He would.

11 Q. And how would he communicate that to you?

12 A. E-mail.

13 Q. Any other way?

14 A. I can't recall.

15 Q. What kind of reports would Mr. Kozma send you?

16 A. They were typically, you know, company updates
17 and financial updates.

18 Q. Did he send you reports of large expenditures?

19 MR. KLEINSASSER: Objection, form.

20 A. I would have to go check.

21 Q. And what kind of reports would Mr. Frinzi send
22 you?

23 A. I would need to go check. I can't recall what
24 Jim would send me.

25 Q. When was the last time you communicated with

1 Mr. Frinzi?

2 A. It's been a time.

3 Q. I'm sorry?

4 A. It's been a few months.

5 Q. And is there a reason why you haven't
6 communicated with Mr. Frinzi lately?

7 A. Yes.

8 Q. What is that reason?

9 A. The loan that he gave to AMRR.

10 Q. And what about the loan that he gave to AMRR
11 caused you to cut off communications with Mr. Frinzi?

12 A. I just wasn't comfortable with the -- with
13 what he did.

14 Q. Why not?

15 A. You know, that was FedEx's money.

16 Q. Okay. Before you cut off communications with
17 Mr. Frinzi -- well, did you ever have a social
18 relationship with Mr. Frinzi?

19 A. I wouldn't call it a social. I mean, I would,
20 you know, meet him for -- you know, for lunch. He did
21 consulting work for me before, you know, he ever worked
22 for -- when he came back, before he stepped back in at
23 Goodman he did consulting work for me.

24 Q. Have you ever gone on a trip with Mr. Frinzi?

25 A. No.

1 Q. Have you ever had dinner with Mr. Frinzi?

2 A. Yes, yes.

3 Q. How many times?

4 A. I can't recall.

5 Q. Is Mr. Frinzi -- does he -- is he friendly
6 with members of your family?

7 A. No. Wait. Personal family or the Goodman
8 family?

9 Q. Yes, personal family.

10 A. No.

11 Q. What about the Goodman family?

12 A. I think he may -- he may talk to John, but
13 that's it.

14 Q. Is Mr. Frinzi's relationship primarily with
15 you, John, or someone else?

16 A. It would be -- it would be both of us.

17 Q. Is John Goodman talking to Mr. Frinzi right
18 now?

19 A. I don't know.

20 Q. Does Mr. Frinzi know that you were unhappy
21 about the AMRR transaction?

22 A. Yes.

23 Q. And how does he know that?

24 A. With my communication with him.

25 Q. Okay. And what was your communication with

1 him?

2 A. That -- you know, that -- you know, has he
3 communicated -- you know, what has he done with, you
4 know, the bondholders, the shareholders. And then, you
5 know, he brought up that he talked with his lawyers,
6 you know, and they said that they -- you know, that the
7 company had the right to loan the money as long as they
8 got, you know, a fair -- you know, as long as they got
9 the money back and it benefited the company, and I
10 didn't agree with that.

11 Q. And did you express your unhappiness to
12 Mr. Frinzi about the AMRR note?

13 A. I just -- I told him that, you know, he
14 couldn't do that. And he said he checked with his
15 lawyers, so -- I was no longer a board member at that
16 time or, you know, associated with the company. And --

17 Q. And was this in your last conversation with
18 Mr. Frinzi?

19 A. It would have been, yes.

20 Q. Have you had any communication with Mr. Frinzi
21 over the past four months?

22 A. Yes. Probably four months ago, you know,
23 before all of this happened I went to his wedding.

24 Q. Where was his wedding?

25 A. It was in Austin.

1 Q. And when was that?

2 A. I don't recall. I would have to look at the
3 date.

4 Q. September, October, sometime in that
5 timeframe?

6 A. I can't recall.

7 Q. Did you -- and that was the last time you
8 communicated with Mr. Frinzi?

9 A. I mean, I might have talked to him after that.
10 I just -- I can't recall. I just started separating,
11 you know, myself from him to let him manage the
12 business.

13 Q. So the AMRR note that we're talking about,
14 that was a \$44 million loan that Mr. Frinzi
15 orchestrated from Goodman Networks, Inc. to American
16 Metals Recovery and Recycling, correct?

17 A. Yes.

18 Q. And you were upset about that loan, correct?

19 A. Yes, yes.

20 Q. And you expressed that to Mr. Frinzi?

21 A. I did.

22 Q. And then you still went to his wedding?

23 A. No, the wedding was before that. The wedding
24 was -- I don't know. I can't remember when his wedding
25 was. And then the -- he did the loan, you know,

1 like -- you know, months after that. So --

2 Q. So I'm sorry. I just want to make sure I get
3 the timeline. His wedding was, you're saying, three or
4 four months ago?

5 A. No, his wedding was longer than that. It
6 was -- I would have to go back and look at the actual
7 dates, because the question you had to me is when was
8 the last time that -- you know, that I talked to him
9 and then, you know, if I had any social -- did anything
10 social with him. So I was referring to his wedding as
11 a social engagement.

12 The last communication would have been,
13 you know, about the loan, the AMRR loan, and that would
14 have been, you know, just a couple months ago.

15 Q. So was that like -- you're saying like before
16 Thanksgiving?

17 A. Yeah, it would have been somewhere in there.

18 Q. And Mister -- how did this communication take
19 place? Was this a telephone call, a meeting?

20 A. It would have been a telephone call.

21 Q. And was there anyone else on the telephone
22 call?

23 A. No.

24 Q. Was this the first time you expressed your
25 displeasure to Mr. Frinzi about the AMRR loan?

1 A. Well, I didn't know -- at the time it was just
2 a discussion. It was, you know, him -- he brought up,
3 you know, that -- that he could do the loan from the
4 company as long as the company could benefit from it.
5 So it wasn't the actual loan at that time. And that's
6 whenever I brought up to him that, you know, "I don't
7 think you can do that." And he discussed that he
8 talked to his lawyers. And then, you know, it wasn't
9 until, you know, a couple months after that that I
10 found out that he actually did the loan.

11 Q. So wait. When he says he talked to his
12 lawyers, do you understand him to mean the company's
13 lawyers or his own personal lawyers?

14 A. I don't know. I don't know who it was.

15 Q. So, I'm sorry. This telephone conversation
16 that you had with Mr. Frinzi, you're saying this was a
17 couple months ago?

18 A. No, it was -- when was it? It was probably
19 the December timeframe, if I have my times right,
20 December or late --

21 Q. Of '21 or December of 2022?

22 A. No, '22, '22.

23 Q. So last month?

24 A. Well, or -- you know, or it was in November,
25 like around the Thanksgiving timeframe.

1 Q. Okay. So sometime in the past two months you
2 had a conversation with Mr. Frinzi? That's the last
3 time you spoke with him, correct?

4 A. Yes, yes.

5 Q. And on that conversation -- how long did that
6 conversation last?

7 A. About two minutes, three minutes.

8 Q. And did you call him or did he call you?

9 A. I can't recall.

10 Q. Were you on a landline or on your cell phone?

11 A. My cell phone.

12 Q. And in this conversation is when you expressed
13 some displeasure with the AMRR loan; is that correct?

14 A. Well, there wasn't a loan at -- not that I'm
15 aware of at that time. It was a discussion that he was
16 going to -- that the company could loan AMRR the money
17 per his lawyers. And my reaction, was, "No, I don't
18 think you can do that."

19 And you know, his comment was that, you
20 know, he checked with the lawyers and as long as the
21 company could get benefit from it, then -- and that was
22 the discussion. And that was my, you know, discomfort
23 on telling Jim, "No, I don't think you can do that,
24 Jim."

25 Q. And that happened two months ago, you're

1 saying, sometime in the past two -- one or two months?

2 A. I believe so, yes.

3 Q. And other than saying that you don't believe
4 that you could do that, did you tell him that you
5 believed that that was inappropriate or anything like
6 that?

7 A. Yes.

8 MR. KLEINSASSER: Objection, form.

9 Q. Did you accuse him of fraud?

10 MR. KLEINSASSER: Objection, form.

11 A. Well, there was no loan at that time. It
12 was -- he just told me what his lawyers told him.

13 Q. All right. Well, let's back up. So as of
14 January 2022, right, so exactly one year ago, you were
15 a board member of Goodman Networks, Inc., correct?

16 MR. KLEINSASSER: Objection, form.

17 A. What date?

18 Q. January 2022.

19 A. Yes.

20 MR. KLEINSASSER: Objection, form.

21 Q. Yes, correct?

22 A. Yes, I believe so.

23 Q. Okay.

24 MR. PHAIR: Philip, can you bring up the
25 AMRR note?

1 And for the court reporter, we'll mark it
2 as James Goodman Exhibit 1. Normally I would just use
3 the last name, but there are lots of Goodmans being
4 deposed in this case, so we'll do James Goodman
5 Exhibit 1.

6 MR. GUFFY: It's actually marked 2
7 because I had previously put the subpoena in there
8 as --

9 MR. PHAIR: Oh, sorry. My bad. Yep.

10 MR. GUFFY: All right. There it is.

11 (Exhibits 1 and 2 marked)

12 Q. Okay. Mr. Goodman, I'm pulling up on the
13 screen what's been marked as James Goodman Exhibit 2.
14 Do you see that on the screen?

15 A. I do. But can -- can you enlarge it?

16 Q. Yes, sir.

17 MR. PHAIR: Philip, are you able to zoom
18 in on that?

19 MR. GUFFY: I did zoom in. Does it not
20 show up as zoomed?

21 Q. Mr. Goodman, are you able to see it zoomed in,
22 or do you need more?

23 A. No, but let me see if I can't -- but, I mean,
24 I can read it. I've just got to squint a little bit.

25 Q. All right. So do you recognize this document?

1 A. I do not.

2 Q. Have you ever seen this document before?

3 A. We pulled it from the AMRR, their public
4 filings.

5 Q. So you have seen this document before?

6 A. I believe so, yes.

7 Q. When was the first time you saw this document?

8 A. Probably about 30 days ago.

9 Q. And you said you pulled it from the AMRR's
10 public filings. Why did you pull it from AMRR's public
11 filings?

12 A. Well, I didn't pull it. You know, I can't
13 remember who shared it with me, but it -- but that was
14 the first time I saw it.

15 Q. So then how did you have a conversation with
16 Mr. Goodman in November if you didn't see this until
17 30 days ago?

18 MR. KLEINSASSER: Objection, form.

19 A. Okay. So, look, I -- you know, I think I'm
20 getting my -- you know, my years mixed up here, you
21 know, with this loan being, you know, the January 2022
22 and, you know, we're into '23, so it would have been
23 in, you know, 2021, you know, two months or, you know,
24 before this loan happened that I would have had the
25 discussion with Jim, not just two months ago.

1 Q. Got it. All right. So, first of all, this
2 is the -- James Goodman Exhibit 2 is the AMRR note that
3 we've been talking about, correct?

4 A. Yes.

5 Q. And so when we were talking earlier about your
6 discussions with Mr. Frinzi, you're saying that those
7 discussions preceded January 2022; is that correct?

8 MR. KLEINSASSER: Objection, form.

9 A. So, yes, they would have been December 2021.

10 Q. Okay. So that would have been when you were
11 on the board of Goodman Networks, Inc., correct?

12 A. That's correct.

13 Q. And this secured promissory note you see is
14 dated January 21st, 2022, correct?

15 A. Yes.

16 Q. And that also would have been when you were on
17 the board of Goodman Networks, Inc., correct?

18 MR. KLEINSASSER: Objection, form.

19 A. Yes.

20 Q. Okay. When was the first time that Mr. Frinzi
21 discussed this AMRR note with you?

22 MR. KLEINSASSER: Objection, form.

23 A. He never discussed it with me.

24 Q. I thought you said that there was a call in
25 November, December of 2021 where you told him that --

1 you expressed that you didn't think that this was
2 appropriate?

3 MR. KLEINSASSER: Objection, form.

4 A. Of borrowing the money, not the note.

5 Q. All right. Explain to me the difference.

6 A. Borrowing the money, you know, he said that he
7 had a discussion with the lawyers that -- that AMRR --
8 you know, that Goodman could loan that money as long as
9 they got benefit back from it.

10 Q. And did you agree with that?

11 A. I did not.

12 Q. And this was prior to the note in
13 January 2022, correct?

14 A. That's correct.

15 Q. And which entity made the \$44 million loans to
16 AMRR?

17 A. It says here the GNET ATC, Inc.

18 Q. Okay. And -- but is that your understanding
19 that the GNET ATC, Inc. was the lender or was it
20 Goodman Networks, Inc.?

21 MR. KLEINSASSER: Objection, form.

22 A. Well, I didn't have an understanding of the
23 note. I wasn't aware of it.

24 Q. Sir, you were on the board of Goodman
25 Networks, Inc. at the time, correct?

1 MR. KLEINSASSER: Objection, form.

2 A. So I should have been, yes.

3 Q. And you weren't aware of a \$44 million loan
4 that the CEO of your company gave to another company
5 that he controlled?

6 MR. KLEINSASSER: Objection, form.

7 A. Because I -- I resigned from the Goodman board
8 in December. I did a verbal resignation with Jim in
9 December of 2021 and then did a written resignation
10 February 2022.

11 Q. Okay. So as of February 20 -- as of January
12 2022, no matter what you said to him verbally, you did
13 not officially resign from the Goodman Networks, Inc.
14 board, correct?

15 MR. KLEINSASSER: Objection, form.
16 That's mischaracterizing his testimony. You're doing a
17 lot of that, Ryan.

18 MR. PHAIR: Well, bring it up.

19 MR. KLEINSASSER: Well, just to be clear,
20 every time I say "objection, form" I'm trying not to
21 interrupt your depo. I'm trying not to make speaking
22 objections. That counts for leading, that counts for
23 form, that counts for calls for speculation, that
24 counts for foundation. I just want to be clear. I'm
25 trying not to slow you down because I'm trying to keep

1 us in the rules of Federal 30, which basically says
2 make things concise.

3 But I want to be clear. When I say
4 "objection, form," you know, if you are
5 mischaracterizing his testimony or something like that
6 I'm going to bring up that objection later. So if you
7 need me to make a speaking objection, I'll do it. I'm
8 trying to avoid doing that right now.

9 MR. PHAIR: You're more than willing to
10 continue to make your objections. They're noted,
11 they're on the record, and the court can, you know,
12 deal with it as it must.

13 MR. KLEINSASSER: Yeah. I'm just saying
14 "objection, form" includes a lot of stuff. It's not
15 simply leading.

16 MR. PHAIR: I've been doing it for a long
17 time. I understand what "objection, form" means.

18 MR. KLEINSASSER: All right.

19 MR. PHAIR: It's objection, form to the
20 question.

21 MR. LANGLEY: Ryan, I apologize. I need
22 to take a restroom break. Can we take a break off the
23 record for just a moment and let Matthias talk about,
24 you know, what the questioning is?

25 MR. PHAIR: Yeah, let's do that. Let's

1 take a 10-minute break and we'll come back to this.

2 THE VIDEOGRAPHER: Off the record at
3 11:22 a.m.

4 (Recess from 11:22 a.m. to 11:34 a.m.)

5 THE VIDEOGRAPHER: On the record at
6 11:34 a.m.

7 MR. PHAIR: Great. Thank you.

8 Q. (BY MR. PHAIR) Mr. Goodman, before the break
9 we were talking about the AMRR note and your position
10 on the board of Goodman Networks, Inc. I want to just
11 make sure we're clear on some of the dates. And
12 actually I think it would be helpful --

13 MR. PHAIR: Phil, could you bring up
14 Mr. Goodman's resignation letter? And we'll mark that
15 as James Goodman Exhibit 3.

16 (Exhibit 3 marked)

17 MR. GUFFY: Do you see it?

18 MR. PHAIR: Yes.

19 Q. Mr. Goodman, do you see that?

20 A. I do.

21 Q. I'm handing you -- or I'm showing on the
22 screen what's been marked as James Goodman Exhibit 3.
23 Do you recognize this document?

24 A. I do.

25 Q. What is it?

1 A. It's my resignation, written resignation from
2 Goodman Networks.

3 MR. PHAIR: And I'm sorry, Phil. It just
4 crashed. Can you bring it back up again?

5 MR. GUFFY: Sorry. The Zoom is having
6 some issues with screen share.

7 Q. And can you see that now, Mr. Goodman?

8 A. I can.

9 Q. And this is the resignation letter that you
10 submitted to Goodman Networks, Inc. resigning your
11 chairmanship for the board of directors; is that
12 correct?

13 A. My resignation, yes.

14 Q. Okay. And who did you send this to?

15 A. I sent it to the Goodman attorney, I think
16 Jennifer -- I can't remember. I would have sent it to
17 the -- to Goodman's attorney.

18 Q. In-house attorney?

19 A. No, external attorney.

20 Q. Okay. Why didn't you send it to the other
21 board members?

22 A. First, I didn't -- you know, I can't recall if
23 there was any other board members, and I was asking
24 them for it from back in November and then in December
25 whenever I resigned from the board, and in January

1 also.

2 Q. So sitting here today, as of January or
3 February 2022 you can't recall any other board members
4 of Goodman Networks, Inc.; is that correct?

5 A. Well, I mean, you know, I think I need to see
6 if Jim Frinzi was a board member.

7 Q. But other than you and possibly Mr. Frinzi,
8 was there anyone else on the Goodman Networks' board
9 that you could have sent your resignation letter to?

10 A. Yeah, I don't know. I would have to check.

11 Q. Okay. But sitting here today, you can't
12 identify any other board member of Goodman Networks,
13 Inc. as of February 1, 2022, correct?

14 A. Well, without, you know, going and looking at
15 the minutes to see if there was another board member.
16 So, you know, I'm not sure.

17 Q. Yeah, no. And I understand that. But we have
18 one deposition here today, so all I'm asking for is
19 your recollection and what you can recall.

20 And as of February 1, 2022, essentially
21 one year ago today, there -- you can't recall any other
22 board member of Goodman Networks, Inc. other than
23 perhaps Mr. Frinzi; is that correct?

24 A. Yeah, I don't recall.

25 Q. All right. The -- and is that your signature

1 at the end of the resignation letter?

2 A. Yes.

3 Q. And is that your handwritten signature or is
4 that an e-signature?

5 A. It's an e-signature.

6 Q. And do you have a standard e-signature that
7 you use?

8 A. I do, yes.

9 Q. Okay. And who controls that? Do you have an
10 administrative assistant?

11 A. I do not.

12 Q. So how would this document get signed by you
13 using an e-signature?

14 A. I would have put my electronic signature on it
15 and sent it back to Jennifer.

16 Q. Okay. And you would have done that yourself
17 personally?

18 A. Yes.

19 Q. Okay. And the date of this resignation letter
20 is February 1st, 2022, correct?

21 A. Yes.

22 Q. And that was the day you submitted it,
23 correct?

24 A. I don't know.

25 Q. Do you have any reason sitting here today to

1 believe it was later than February 1st, 2022?

2 A. Not later. I mean, it could have been
3 earlier. But, no, I --

4 Q. The letter that you signed is dated
5 February 1st, 2022, correct?

6 A. That's correct.

7 Q. And that was the day that you officially gave
8 your notice of resignation to the Goodman Networks'
9 board, correct?

10 MR. KLEINSASSER: Objection, form.

11 A. No, I gave my notice early January of 2021.

12 Q. Did you send a letter early January 2021?

13 A. No, it was a communication to Jennifer and
14 then and to Jim also.

15 Q. Okay. But the only time that you sent a
16 written notice of resignation was on February 1st,
17 2022, correct?

18 A. Yes.

19 Q. All right. The -- let's go back to Goodman
20 Exhibit 2, the AMRR note.

21 MR. PHAIR: And, Philip, if you can bring
22 that up, that would be great.

23 Q. So, sir, this is the exhibit we were looking
24 at earlier, James Goodman Exhibit 2, the AMRR note that
25 we were discussing before the break, correct?

1 A. Yes.

2 Q. And the date on this is January 21st, 2022,
3 correct?

4 A. Yes.

5 Q. And that would have been ten days before you
6 submitted your written resignation to the Goodman
7 Networks, Inc. board of directors, correct?

8 A. Yes.

9 Q. And this secured promissory note, if you
10 scroll to the second page, that that was signed by you,
11 correct?

12 A. No.

13 Q. Is that not your signature there, sir?

14 A. No, that's not my signature.

15 Q. So who signed your name to this document?

16 A. I do not know.

17 Q. Your testimony is that you never signed this
18 document, correct?

19 A. That's right.

20 Q. When was the first time you saw this document?

21 A. About three weeks ago, four weeks ago.

22 Q. And were you upset that -- to learn that
23 someone had signed your name to a document?

24 A. Yes, yes.

25 Q. And what did you do to investigate who signed

1 your name to the document?

2 MR. KLEINSASSER: Objection, form.

3 A. So I contacted the FBI.

4 Q. And what did you say to the FBI?

5 A. That I've got a forged document for
6 \$44 million.

7 Q. And when did you contact the FBI?

8 A. I can't recall the day.

9 Q. Well, it -- so you just learned about this, it
10 sounds like, what, a month or two ago. So would it
11 have been in the past two months?

12 A. Yes, it would have been.

13 Q. Was it in the past month? Was it in January?

14 A. I can't recall.

15 Q. Have you been in contact with the FBI?

16 A. No.

17 Q. How did you communicate to the FBI?

18 A. Through my attorney.

19 Q. Have you yourself contacted the FBI?

20 A. I have not.

21 Q. And have you spoken with the FBI or anyone
22 affiliated with the FBI?

23 A. I have not.

24 Q. Have you spoken with any government official
25 about this?

1 A. No.

2 Q. Have you spoken with Mr. Frinzi about this?

3 A. No.

4 Q. Have you made any inquiry of anyone at Goodman
5 Networks about why your name was signed to this?

6 A. No.

7 MR. KLEINSASSER: Objection, form.

8 Q. Have you asked the auditors of Goodman
9 Networks why your name was signed to this?

10 A. I don't know who they are, the auditors.

11 Q. Has the FBI responded to you?

12 A. I don't know.

13 Q. Are there any other documents that you believe
14 were forged -- where your signature was forged?

15 A. I don't know. I don't know.

16 Q. Are you aware of any -- sitting here today, of
17 any other documents where your signature was allegedly
18 forged?

19 A. Not that I'm aware of.

20 Q. Do you have any suspicion as to who forged
21 your signature?

22 A. I do not.

23 Q. Is that something that you have tried to
24 figure out?

25 A. No. I'm going to let the authorities do that.

1 Q. Have you contacted Mr. Frinzi and asked him
2 whether he forged your signature on this document?

3 A. I have not.

4 Q. What did you do when you found out that your
5 signature was forged?

6 A. I was floored. I was upset.

7 Q. And, you know, this bankruptcy was filed -- I
8 mean, this is -- this document has been around for a
9 year. Why did it take you only up until about a month
10 or two to look at this document?

11 MR. KLEINSASSER: Objection, form.

12 A. I didn't know it was -- I didn't know there
13 was a loan. I didn't know there was my signature on a
14 document. It doesn't even have the right company name
15 on it.

16 Q. What do you mean by that?

17 A. It -- GNET ATC is not an Inc. It's an LLC.

18 Q. And what is the significance of that?

19 A. I don't know. I'm -- I just -- I was just
20 pointing it out. I mean, wrong company name and my
21 forged signature, you know, on the document.

22 Q. Are you familiar with the company -- with
23 American Metals Recovery and Recycling, Inc.?

24 A. Yes.

25 Q. What is that company?

1 A. What do you mean?

2 Q. Like what do you know about that company?

3 A. Just the name.

4 Q. And are you aware of Mr. Frinzi's role at
5 American Metals Recovery and Recycling, Inc., AMRR?

6 A. Yes.

7 Q. What is his role?

8 A. He's the owner.

9 Q. Of AMRR?

10 A. Yes, yes.

11 Q. And at the time this loan was made in January
12 of 2022, was Mr. Frinzi the CEO of Goodman Networks?

13 A. I don't know. I don't know if he resigned
14 already or -- so I'm not sure.

15 Q. So -- but do you know that this loan occurred?

16 A. I did not know the loan occurred, no.

17 Q. Do you know whether Goodman Networks ever paid
18 AMRR \$44 million?

19 MR. KLEINSASSER: Objection, form.

20 A. I do not know.

21 Q. Do you know whether Goodman Networks paid
22 American -- AMRR any money at any time?

23 A. I do not.

24 MR. KLEINSASSER: Objection, form.

25 Q. Was that something -- I mean, you're a

1 significant shareholder of Goodman Networks, correct?

2 MR. KLEINSASSER: Objection, form.

3 A. Yes.

4 Q. And your signature was allegedly forged on
5 this \$44 million loan, correct?

6 A. Yes.

7 Q. So wouldn't that be something that you would
8 want to investigate as a significant shareholder of
9 Goodman Networks, Inc., whether or not that loan was
10 actually made?

11 MR. KLEINSASSER: Objection, form.

12 A. If I would have known about it, yes.

13 Q. Well, but now you know about it. So have you
14 made any effort to talk to the leadership of Goodman
15 Networks, Inc. to figure out whether or not this was
16 made?

17 A. No.

18 MR. KLEINSASSER: Objection, form.

19 Q. You mentioned a conversation with Mr. Frinzi
20 prior to this note being executed in January 2022,
21 correct?

22 A. Yes.

23 Q. And we -- you were saying that conversation
24 was November, December of 2021; is that right?

25 A. I believe so, yes.

1 Q. And so that was a telephone conversation
2 between you and Mr. Frinzi; is that correct?

3 A. Yes.

4 Q. And can you just -- and how did that come up?
5 Was that the first time that you learned about the
6 potential of this loan?

7 A. It was.

8 Q. And did -- on that phone call, was that the
9 first time that Mr. Frinzi mentioned this to you?

10 A. I believe so, yes.

11 Q. And what did you say when he mentioned it to
12 you?

13 A. I said, "I don't think you can do this. You
14 know, the company has to get, you know, significant
15 benefit, you know, which would have to go back to the
16 bondholders and share -- and -- and any of the
17 creditors."

18 So my initial response is, "I don't think
19 you can do that, you know. Have you talked to the
20 attorneys?"

21 Q. And did you have any subsequent -- oh, I'm
22 sorry. Before we get there, did Mr. Frinzi respond to
23 that comment that you made?

24 A. I can't recall. He might have said, "I'll go
25 back and talk to the attorneys," but I can't remember

1 what he said. I was -- it's been too long.

2 Q. Did you have any subsequent conversations with
3 Mr. Frinzi about the AMRR note after that initial
4 conversation?

5 A. No.

6 Q. Okay. So it was just the one conversation in
7 November, December of 2021 where you discussed it with
8 Mr. Frinzi. And did you instruct him at that time not
9 to pursue it or was it an open question?

10 A. I can't recall. You know, my response -- I do
11 remember saying that, you know, "I don't think you can
12 do that," you know, "You need to check with the
13 attorneys."

14 Q. Did you ever instruct him not to do that?

15 MR. KLEINSASSER: Objection, form.

16 A. Yeah, I don't recall.

17 Q. Did the Goodman Networks, Inc. board ever
18 consider this \$44 million loan from Goodman to AMRR?

19 A. Never.

20 MR. KLEINSASSER: Objection, form.

21 Q. Were you involved in this transaction at all
22 in any way other than the one conversation with
23 Mr. Frinzi?

24 A. I was not.

25 Q. Did the Goodman Networks' board approve of

1 this transaction?

2 A. I don't know. Not when I was there, no.

3 Q. So just help me with this. How could
4 Mr. Frinzi spend \$44 million of Goodman Networks, Inc.
5 money without the Goodman Networks, Inc. board knowing
6 about it?

7 MR. KLEINSASSER: Objection, form.

8 A. Because he had oversight of the company. I
9 resigned from the company, the board, in December of
10 2021, and separated, you know, from the company. So --
11 you know, so I would have -- no longer have had
12 oversight or participation, you know, with the company.

13 Q. But, sir, your resignation letter is dated
14 February 1st, 2022, which is ten days after this note
15 was allegedly signed. So is a \$44 million loan -- how
16 could he loan \$44 million to his own company without
17 the Goodman Networks, Inc. board being aware of that?

18 MR. KLEINSASSER: Objection, form.

19 A. Because they weren't notified. No one was
20 aware of it. There could have been a lot of reasons,
21 but I wasn't on the board so I can't answer that
22 question.

23 Q. But, sir, again, your resignation letter is
24 dated February 1st, 2022, ten days before this note was
25 allegedly signed. How can it be that in a company, the

1 CEO could loan his -- another one of his companies \$44
2 million without there being some kind of controls in
3 the company to prevent that from happening?

4 MR. KLEINSASSER: Objection, form.

5 A. I'm not -- I don't know.

6 Q. Well, what kind of controls did you have in
7 place that would prevent the CEO of the company from
8 loaning \$44 million to himself?

9 MR. KLEINSASSER: Objection, form.

10 A. The company would have had previous controls
11 and measures in place, you know, in a standard
12 operating entity. So there would have been controls in
13 place that would have, you know, prevented that. But
14 there was no -- you know, there was -- so in a typical
15 operating company they would have had to get the board
16 approval for that. And so --

17 Q. Sir, I'm not asking you about what a typical
18 operating company is. You were the chairman of the
19 board of Goodman Networks, Inc. What I want to know is
20 what internal controls did you have in place and ensure
21 were in place to prevent the CEO of the company from
22 loaning \$44 million to himself?

23 MR. KLEINSASSER: Objection, form.

24 A. Well, there was no loan done whenever I was a
25 board member. I resigned in December of 2021, and all

1 of the controls would have been previously -- you know,
2 been in place. So there would have been controls in
3 place if the company would have been in normal
4 operating, you know, day-to-day, you know, with
5 multiple board members. And -- but I was no longer
6 there.

7 Q. Sir, again, your resignation is dated
8 February 1st, 2022. So officially that is the day that
9 you resigned from the company.

10 And my question to you is that you were
11 the chairman of the board of Goodman Networks, Inc.,
12 and I don't want to know what standard companies do. I
13 want to know what you had in place at Goodman Network
14 as the chairman of the board to prevent the CEO from
15 loaning himself \$44 million.

16 MR. KLEINSASSER: Hold on a second.
17 Ryan, you've asked that question now like six or
18 seven times. Move on. I know you don't like his
19 answer, but he's answered you like six times now, okay?

20 MR. PHAIR: He didn't answer it.

21 MR. KLEINSASSER: No, no.

22 MR. PHAIR: Yes.

23 MR. KLEINSASSER: You need to move on.

24 We're done with this. You're harassing him.

25 MR. PHAIR: No, we're not done with this.

1 If you're going to instruct him on privilege, Matthias,
2 you can --

3 MR. KLEINSASSER: No, I can instruct him.
4 If you are harassing him I can make a motion to
5 terminate this deposition under Rule 30. You've asked
6 the same question six times.

7 MR. PHAIR: Well, do it.

8 MR. KLEINSASSER: Move on.

9 MR. PHAIR: Make your motion.

10 MR. KLEINSASSER: I'm going to do it
11 right now.

12 MR. PHAIR: Until you make a motion --

13 MR. KLEINSASSER: I'm telling you, I'm
14 instructing him --

15 MR. PHAIR: Until you make a motion he
16 can answer the question.

17 Q. And my question is, sir, you were the chairman
18 of the board of Goodman Networks, Inc., and I want to
19 know what specific controls that you ensured were in
20 place that prevented the CEO of the company from
21 loaning \$44 million to himself.

22 A. So I --

23 MR. KLEINSASSER: James, hold on a
24 second. You've -- unless your answer is something
25 different, then you don't need to answer that question.

1 If you have an additional answer, go ahead.

2 Do we need to ask it eight times now,
3 Ryan?

4 MR. PHAIR: No. He has given me an
5 answer that says, "This is what typical operating
6 companies do." That's not my question.

7 Q. My question is, as the chairman of the board
8 of Goodman Networks, Inc., what did you do for this
9 company to ensure that controls were in place to make
10 sure that the CEO could not loan himself
11 \$44 million?

12 MR. PHAIR: That question has not been
13 answered and I'm entitled to an answer to that
14 question.

15 MR. KLEINSASSER: Okay. Let's unpack
16 this for a second, okay, since you're going to harass
17 the witness. Number one, he has not stated that he was
18 chairman of the board during that time. He stated he
19 was not. I understand that you don't like that and you
20 think that a legal document that was purportedly sent
21 on February 1st --

22 MR. PHAIR: Matthias, we're not sitting
23 here arguing. This is not -- I'm not deposing you.
24 You can either instruct him not to answer, make a
25 Rule 30 motion, or he can answer. That's the way a

1 deposition works.

2 MR. KLEINSASSER: I --

3 MR. PHAIR: Either make your motion or
4 stop making speaking objections. This is not your
5 deposition.

6 MR. KLEINSASSER: I'm telling you to move
7 on from this question.

8 MR. PHAIR: He can answer my question and
9 then I will move on. That's the way it works.

10 MR. KLEINSASSER: Ask your question one
11 more time, and beyond this I'm going to make a motion
12 because this will be -- this will be the eighth time
13 you've asked this question. Go ahead.

14 Q. My question is as the chairman of the board of
15 Goodman Networks, Inc., what did you do to ensure that
16 the company had internal controls in place for this
17 company, this specific company, to ensure that the CEO
18 could not loan himself \$44 million?

19 MR. KLEINSASSER: Objection, form.

20 A. So I was no longer a board member whenever the
21 loan took place and there would have been measures in
22 place that the company would -- you know, would have
23 had in place prior to me being a board member. But I
24 was no longer a board member when this loan took place.

25 Q. What were the measures? You said that the

1 company had measures in place. What were those
2 measures?

3 A. I don't know. I would have to look at the
4 shareholder agreement, the bylaws and see what process
5 and procedures they had in place.

6 Q. But sitting here today, you can't identify
7 any?

8 A. That's correct.

9 Q. Have you had any discussions with Mr. Frinzi
10 about the AMRR notes after your resignation from the
11 board?

12 A. Not that I can recall.

13 Q. Have you had any discussions with anyone
14 associated with Goodman Networks, Inc. about the AMRR
15 note after your resignation?

16 A. Not that I can --

17 MR. KLEINSASSER: Objection, form.

18 Q. Okay. And then I just want to make sure we're
19 clear on this.

20 When was the last time that you spoke
21 with Mr. Frinzi about anything, like when was the last
22 time you had any kind of communication with him?

23 A. So it would have been -- you know, I can't
24 recall the last time that the memory -- as far as an
25 exact date. It would have been in 2021. We

1 communicated in, you know, 2022, but -- but it had
2 nothing to do with, you know, the company after I
3 separated.

4 Q. What did it have to do with?

5 A. I can't recall.

6 Q. So -- but just take the past three months.

7 Have you had any communications with Mr. Frinzi at all
8 in the past three months?

9 A. I can't recall.

10 Q. Is it possible that you've had communications
11 with Mr. Frinzi in the past three months?

12 A. Probably not.

13 Q. Is it possible that you've had communications
14 with Mr. Frinzi in the past six months?

15 A. It's possible.

16 Q. And do you recall any conversations with
17 Mr. Frinzi in the past six months?

18 A. I do not.

19 Q. Are you aware that AMRR defaulted on this
20 note?

21 MR. KLEINSASSER: Objection, form.

22 A. No, I'm not.

23 Q. Do you have any ownership interest in AMRR?

24 A. I do not.

25 Q. Did you have any in the past?

1 A. I did not, no.

2 Q. Do you have any ownership interest in
3 Multiband Global Resources?

4 A. Is this the Goodman company, Multiband?

5 Q. Yes.

6 MR. KLEINSASSER: Objection, form.

7 Q. Are you familiar with a company called
8 Multiband Global Resources?

9 A. If this is the Goodman company. I mean, it
10 was just a wholly-owned subsidiary of Goodman, so my
11 common shares would have -- there would have been
12 ownership at -- you know, indirectly to it. But -- but
13 not directly, no, I don't have any shares from
14 Multiband USA or Global. I don't have any shares from
15 that company.

16 Q. Do you have any other relationship to AMRR?

17 A. I do not.

18 Q. What about to Multiband Global Resources?

19 A. I do not.

20 Q. You mentioned GNET ATC, Inc., and you pointed
21 out in the AMRR note that that was the entity that is
22 there. Are you familiar with GNET ATC, Inc?

23 A. I am.

24 Q. What is that company?

25 A. They're a wholly-owned subsidiary of Goodman

1 Networks.

2 Q. And do you have any ownership interest in GNET
3 ATC, Inc.?

4 A. I do not.

5 Q. Do you have any officer, director, or other
6 role with GNET ATC, Inc.?

7 A. I do not.

8 Q. Did you have any other conversations with
9 anyone else besides Mr. Frinzi about the AMRR's note?

10 A. Not that I can recall.

11 Q. Have you had any conversations with CFGI about
12 the AMRR note?

13 A. No, no.

14 Q. Never?

15 A. Not that I can recall, no.

16 Q. Are you aware of any other loans that Goodman
17 Networks, Inc. made to companies controlled by its
18 officers and directors?

19 A. Can you say the question again?

20 Q. Are you aware of any other loans that Goodman
21 Networks, Inc. made to companies controlled by its
22 officers or directors?

23 MR. KLEINSASSER: Objection, form.

24 A. I don't recall.

25 Q. Did you or any company you control receive any

1 payments from any source in connection with the AMRR
2 loan?

3 A. No.

4 Q. Was any portion of the 44 million transferred
5 to you or a company under your control?

6 A. No.

7 Q. You're familiar with the 8 percent secured
8 notes issued by Goodman Networks in May 2017, correct?

9 MR. KLEINSASSER: Objection, form.

10 Q. Sir, are you familiar with the 8 percent in
11 senior secured notes issued by Goodman Networks, Inc.
12 in May 2017?

13 A. Yes. The bondholders?

14 Q. Yes, sir.

15 A. Yes.

16 Q. And -- well, I'll refer to that as the bond
17 issue. I can bring it up if you want to look at the
18 indenture. But do you understand what I talk about
19 when I talk about the bond issuance?

20 A. I do.

21 Q. Did you or any company you control purchase
22 any of the notes or bonds at any time?

23 MR. KLEINSASSER: Objection, form.

24 A. I did.

25 Q. I'm sorry?

1 A. Yes.

2 Q. Okay. From which -- who -- let me rephrase
3 that. Which of the companies that you control
4 purchased some of the notes or bonds that were issued
5 as part of the May 2017 issuance?

6 MR. KLEINSASSER: Objection, form.

7 A. What was the question?

8 Q. I asked you whether any company that you
9 controlled purchased any of the bonds, and you said
10 yes.

11 A. Yes.

12 Q. And what I'm trying to ask is, which of the
13 companies that you control purchased the bonds?

14 MR. KLEINSASSER: Objection, form.

15 A. Goodman Investments.

16 Q. And how many of the bonds did Goodman
17 Investments purchase?

18 A. You know, it was -- you know, I can't recall
19 the exact amount. You know, I think it was like 18
20 million of the bonds, the --

21 Q. And any other entity besides Goodman
22 investments -- did any other entity purchase the bonds
23 beside Goodman Investments?

24 A. Not that I can recall.

25 Q. And who did they purchase the bonds from?

1 A. It was from the open market. Yeah, whoever
2 sells them, wherever you have to go to to buy the
3 bonds.

4 Q. Do you still own any of the bonds?

5 A. I do not.

6 Q. When did you sell them?

7 A. I don't recall. It was in 2022.

8 Q. How much did you sell?

9 A. I sold \$18 million worth of them.

10 Q. Did you sell any of the bonds to Mr. Frinzi
11 in 2022?

12 A. I did not.

13 Q. Did Mr. Frinzi try to buy any bonds from you?

14 A. He did not.

15 MR. PHAIR: Philip, if you could bring up
16 Goodman -- the document Bates stamped as Goodman368.

17 (Exhibit 4 marked)

18 Q. Mr. Goodman, I'm handing you what's been
19 marked as Goodman Exhibit 4. And this is, I will
20 represent to you, an e-mail exchange that was produced
21 to us in discovery dated January 31st, 2022, in which
22 you and Mr. Frinzi are both copied. Do you see that?

23 A. I see it, but can you blow it up where I
24 can -- okay. I see it.

25 Q. Okay. And if you scroll down to the bottom,

1 this is Mr. Frinzi sending an e-mail dated
2 January 31st, 2022 at 1:40 p.m., correct?

3 A. Yes.

4 Q. And he sends that to some folks at San Blas
5 Securities and yourself, correct?

6 A. Yes.

7 Q. And this would have been ten days after the
8 note -- the AMRR note and one day before you sent the
9 written resignation to the board, correct?

10 A. Yes.

11 Q. And in this e-mail Mr. Frinzi says that -- if
12 you look at the second paragraph, "I would like to buy
13 James Goodman's bonds for \$.35 each and I would like to
14 close tomorrow or Wednesday at the latest."

15 Do you see that?

16 A. I do.

17 Q. Do you recall this discussion with Mr. Frinzi?

18 A. I do not.

19 Q. And if you could scroll up. You respond to
20 Mr. Frinzi's e-mails, to the securities folks, and you
21 say -- you ask them, "I need to transfer my bonds from
22 my bank to you and then sell them."

23 And you ask them what they would charge
24 to do this. Do you see that?

25 A. I do, yes.

1 Q. Okay. And you sent that e-mail, correct?

2 A. Yes.

3 Q. If we go further up they asked you how much it
4 would be, and you say it will be \$9 million worth of
5 bonds, correct?

6 A. Yes.

7 Q. That would have been half of the 18 million
8 that you were talking about, correct?

9 A. I would have to check the exact amount, but --
10 you know, what I had or what was being sold.

11 Q. Okay. And then if you scroll further up, he
12 quotes you a price of 19,500 for it, and then you
13 respond, "Ok, that works for me."

14 Do you see that?

15 A. I do.

16 Q. And you sent that e-mail, right, sir?

17 A. I did.

18 Q. Okay.

19 THE WITNESS: So, Matthias, would this be
20 privileged information with Toby being copied on it?

21 MR. KLEINSASSER: Well --

22 MR. PHAIR: No, there's a --

23 MR. KLEINSASSER: No, because there's
24 a -- yeah. No, it wouldn't have been.

25 Q. Do you see that, sir?

1 A. I do, yes.

2 Q. So did you sell these bonds to Mr. Frinzi?

3 A. No.

4 Q. Do you recall this discussion?

5 A. I do not.

6 Q. How do you know whether or not you actually
7 sold these bonds to Mr. Frinzi or not?

8 A. Jim didn't buy the bonds. It was another --
9 it was another group that purchased the bonds, not Jim.

10 Q. Why were you discussing selling the bonds with
11 Mr. Frinzi?

12 A. I have no idea.

13 Q. Who ended up buying the bonds?

14 A. I'll think of his name in a minute, but it was
15 a third party who purchased the bonds. It wasn't Jim
16 or AMRR who purchased the bonds.

17 Q. Okay. And if you --

18 MR. PHAIR: Phil, can you bring the
19 document back up again for a second? If you scroll
20 down to the bottom there of Goodman Exhibit 4.

21 Q. Mr. Frinzi says, "I would like to buy
22 James Goodman's bonds for \$.35 each."

23 Do you see that?

24 A. I do.

25 Q. And then that's what you're discussing in this

1 e-mail chain, is a transaction for approximately
2 \$9 million worth of bonds at 35 cents each, correct?

3 A. Yes.

4 MR. KLEINSASSER: Objection, form.

5 Q. How did you arrive at the valuation of
6 35 cents each?

7 MR. KLEINSASSER: Objection, form.

8 A. It would have been -- you know, it probably
9 would have been what the -- you know, what the bonds
10 were selling for.

11 Q. Selling for where?

12 A. On the market, on the open market.

13 Q. Okay. Did you sell any bonds to Goodman
14 Networks or any of its affiliated entities?

15 A. I did not.

16 Q. Did you sell any bonds to a company called
17 Alliance Texas Holdings?

18 A. Alliance Tech Holdings?

19 Q. Alliance Texas Holdings.

20 A. Not that I recall.

21 Q. Okay.

22 MR. PHAIR: Phil, if you could bring
23 up -- what is it -- the bond purchase agreement.

24 MR. GUFFY: Give me one moment here.

25 (Exhibit 5 marked)

1 Q. Sir, while we're bringing that up, what's your
2 position at Goodman Investment Holdings?

3 A. I'm the owner.

4 Q. I'll represent to you that this is a bond
5 purchase agreement that was produced to us in discovery
6 dated February 3rd, 2022 between Goodman Investment
7 Holdings, Genesis Networks, and Alliance Texas
8 Holdings, LLC. Do you see that?

9 A. I do.

10 Q. And did you, in fact, enter into this bond
11 purchase agreement?

12 A. Is my signature on it?

13 Q. Sure.

14 MR. PHAIR: Let's go down to the bottom.
15 One more down.

16 Q. That's your signature, correct, sir?

17 A. Yes.

18 Q. And if you go down for Genesis Networks,
19 that's also your signature, correct, sir?

20 A. That's correct.

21 Q. So this is a bond purchase agreement that you
22 executed on February 3rd, 2022, correct?

23 MR. KLEINSASSER: Objection, form.

24 A. Yes.

25 Q. And, again, that would have been two days

1 after you submitted your written resignation to the
2 Goodman Networks' board of directors, correct?

3 A. Yes.

4 Q. And this bond purchase agreement indicates
5 that the purchaser, Alliance Texas Holdings, intends to
6 purchase from Goodman Investment Holdings 30 million in
7 face amount of the bonds, correct?

8 MR. KLEINSASSER: Objection, form.

9 James, do you need to review this
10 agreement to answer that question?

11 THE WITNESS: I have not, no.

12 MR. KLEINSASSER: I'm asking if you need
13 time to review it.

14 THE WITNESS: Yes. Yeah, sure.

15 Q. So I'll represent to you I don't think we
16 need to -- really just the "whereas" clause is all
17 we're talking about here for purposes of this
18 conversation. All I want to ask about is the -- the
19 sale of 30 million in Goodman Networks bonds for the
20 purchase price of 10.57 to Alliance Texas Holdings.

21 A. Yeah, I would have let the attorneys handle
22 it. I mean, I didn't know this company. They were
23 just third-party buyers, just like other bondholders,
24 you know, would have been. Who else signed this
25 document?

1 Q. Neil Auerbach. Do you know who Neil Auerbach
2 is?

3 A. Not Neil. Is that Shalom, Shalom?

4 Q. Nope. The document is signed by
5 Neil Auerbach.

6 A. Okay. So I don't know who the buyer was.

7 Q. You've never heard of Neil Auerbach?

8 A. Neil? No, I have not.

9 Q. You do know Shalom Auerbach, though, correct?

10 A. Yes.

11 Q. Who is Shalom Auerbach?

12 A. He purchased the bonds from me.

13 Q. And is Neil his son?

14 A. I do not know.

15 Q. Object. Are you familiar with an entity known
16 as Alliance Texas Holdings?

17 A. I am not.

18 Q. So you did a bond purchase agreement for
19 \$10 million with an entity that you're not familiar
20 with?

21 A. Yes.

22 MR. KLEINSASSER: Objection, form.

23 Q. Okay. And why did you sell the bonds?

24 A. Other bondholders were selling their bonds.
25 And I had a buyer who was interested in buying the

1 bonds, so, you know, I sold them like the other
2 bondholders, you know, were selling -- buying and
3 selling their bonds.

4 Q. Okay. And you sold approximately 31 million
5 worth of bonds for approximately 11 million, correct?

6 A. Is that what it says on the document?

7 Q. Yes, sir.

8 A. Yes.

9 Q. And that's about 35 cents on the dollar,
10 correct?

11 A. If that's what it comes out to, yes.

12 Q. And as we looked at earlier, that was the same
13 price that Mr. Frinzi wanted to pay for the bonds,
14 correct?

15 A. Yes.

16 Q. How did you arrive at the sale price for the
17 bonds to Alliance Texas Holdings?

18 MR. KLEINSASSER: Objection, form.

19 A. I would have looked at the -- what the current
20 trades -- where the bonds were trading at online, you
21 know. It's -- and got a price from the -- from what
22 the other bonds were selling at.

23 Q. Going back a second to Shalom Auerbach, what's
24 your relationship with Shalom Auerbach?

25 A. There's no relationship.

1 Q. How do you know Mr. Auerbach?

2 A. I don't know him. I met him one time.

3 Q. When did you meet him?

4 A. It was probably mid-year 2022. I don't recall
5 the exact date.

6 Q. And where did you meet him?

7 A. In Florida.

8 Q. Where?

9 A. In Miami.

10 Q. Where?

11 A. I can't recall where.

12 Q. Was it a hotel, was it at his house, was
13 it dinner --

14 A. No, I -- it was like at a -- it was at a
15 restaurant. I just can't recall where it was or where
16 it was at.

17 Q. Okay. And that's the only time you've ever
18 met with Mr. Auerbach in person?

19 A. That's correct, yes.

20 Q. Have you met with any other members of the
21 Auerbach family?

22 A. I have not, no.

23 Q. Have you ever had telephone conversations with
24 Mr. Auerbach?

25 A. I could have, yes.

1 Q. Have you ever had text messages with
2 Mr. Auerbach?

3 A. Not that I can recall. I mean, I could have,
4 but none that I recall.

5 Q. Have you ever had -- have you ever used a
6 messaging app like we discussed earlier using Signal to
7 communicate with Mr. Auerbach?

8 A. Not that I'm aware of.

9 Q. How did you -- what gave you the idea to sell
10 the bonds to Alliance Texas Holdings?

11 MR. KLEINSASSER: Objection, form.

12 A. I didn't have the idea. You know, someone
13 approached me. I involved, you know, my legal counsel
14 and -- and if they wanted to buy them, then, you know,
15 I would sell them.

16 Q. Who approached you?

17 A. I don't recall.

18 Q. Was it Mr. Auerbach?

19 A. You know, I just can't remember.

20 Q. Is it your understanding that Goodman Networks
21 eventually purchased these bonds and retired them?

22 A. I do not know.

23 Q. Do you know one way or another whether Goodman
24 Networks ultimately purchased these bonds?

25 A. I do not know.

1 MR. KLEINSASSER: Objection, form.

2 Q. Do you know whether Goodman Networks ever
3 purchased bonds from Hudson Clean Energy Enterprises?

4 A. I do not know.

5 Q. Have you ever heard of a company called Hudson
6 Clean Energy Enterprises?

7 A. No.

8 Q. Do you know whether Mr. Frinzi knows
9 Mr. Auerbach?

10 A. I believe so.

11 Q. And what is your understanding of Mr. Frinzi's
12 relationship with Mr. Auerbach?

13 A. I don't know their relationship. I just know
14 that they know each other.

15 Q. Who introduced you to Mr. Auerbach?

16 A. Jim would have probably introduced me to him.

17 Q. How long have you known Mr. Auerbach?

18 A. That was the first time I ever met him, so,
19 you know, five, six months.

20 Q. And when you had this dinner at the restaurant
21 with Mr. Auerbach in Miami, was there anyone else with
22 you or was it just the two of you?

23 A. It was just the two of us.

24 Q. Okay. And what were you discussing during
25 that dinner?

1 A. We were discussing an investment in a company.

2 Q. Which company?

3 A. I don't recall.

4 Q. Will you be surprised to learn that Goodman
5 Networks eventually purchased the bonds that you sold
6 to Mr. Auerbach and Alliance Texas Holdings?

7 MR. KLEINSASSER: Objection, form.

8 A. Yes.

9 Q. You would?

10 A. Yes.

11 Q. Why?

12 A. Why would they -- why would Goodman, you know,
13 buy the bonds?

14 Q. Would it surprise you to learn that Goodman
15 Networks purchased the bonds from Mr. Auerbach and
16 Alliance Texas Holdings for more than you sold it to
17 them?

18 A. Yes.

19 MR. KLEINSASSER: Objection, form.

20 Q. Why would that surprise you?

21 A. Why would Goodman buy the bonds? There was,
22 you know, no need for them to -- you know, to purchase
23 the bonds.

24 Q. After the sale in February of 2022 to Alliance
25 Texas Holdings and Mr. Auerbach, did you discuss any

1 other sales of the bonds with Mr. Auerbach?

2 A. No. I mean, I could have. I -- you know, I
3 just can't recall.

4 MR. PHAIR: Phil, if you could bring up
5 Goodman372. If you could pull that up so it's easy to
6 see.

7 (Exhibit 6 marked)

8 Q. Mr. Goodman, I'm showing you on my screen what
9 we've marked as James Goodman Exhibit 6. Do you see
10 that?

11 A. I do.

12 Q. Okay. I'll represent to you that this is an
13 e-mail that was produced to us in discovery dated
14 May 3rd, 2022. And you can see that this is an e-mail
15 exchange between you and some others, including
16 Mr. Auerbach. Do you see that?

17 A. I do.

18 Q. All right. And the first e-mail on May 2nd at
19 9:27 p.m. you write to Mr. Auerbach and you say,
20 "Shalom, The banks have released the bonds. Where do
21 you want the remaining bonds sent? James Goodman."

22 Do you see that?

23 A. I do.

24 Q. What bonds are you referring to there?

25 A. It would have been the ones that he purchased

1 or his company purchased.

2 Q. So this is a subsequent purchase, an
3 additional purchase Mr. Shalom made of bonds from you,
4 correct?

5 MR. KLEINSASSER: Objection, form.

6 A. I don't think so.

7 Q. So your testimony is that the bonds that are
8 being discussed in this e-mail relate to the bond
9 purchase agreement dated February 3rd?

10 A. Yes.

11 Q. Why did it take three months to orchestrate a
12 transfer of the bonds?

13 A. I don't know. I can't remember.

14 Q. Do you have any recollection about this
15 transaction with Mr. Auerbach?

16 A. No. I know that there was -- there was a
17 hang-up somewhere with San Blas or there was something
18 that -- you know, that -- that needed to be done,
19 but -- but it was from that original purchase.

20 Q. Okay. And Mr. Auerbach's e-mail here is at
21 "milrosecap." What is Milrose Capital?

22 A. I do not know.

23 Q. Where did you get Mr. Auerbach's e-mail?

24 A. I gave them -- they -- it would have been
25 something that was sent to me, and I just responded to

1 an e-mail chain.

2 Q. Okay. And if you go further up the e-mail
3 chain, there's a reference to Cathy Kincy at Genesis
4 Networks. Do you know Cathy Kincy?

5 A. I do.

6 Q. Who's she?

7 A. She was the CFO of the company, of Genesis.

8 Q. Okay. And she says, "I have sent the
9 directive to the Texas Partners' Investment team."
10 Do you see that?

11 A. I do.

12 Q. Who's Texas Partners?

13 A. They would have been our bank, my bank.

14 Q. Your bank for what?

15 A. To -- where I have business account.

16 Q. Okay. What about personal accounts? Where do
17 you keep your personal accounts?

18 A. It would have been there also with the Texas
19 Capital Bank.

20 Q. So all of your personal accounts are at Texas
21 Capital Bank?

22 A. No.

23 Q. What other banks do you use?

24 A. Bank of America, Chase Bank.

25 Q. How many accounts do you have, just three or

1 more?

2 A. I can't recall.

3 Q. Can you recall any other banks or accounts
4 that you have?

5 A. No.

6 Q. Do you have any accounts that are offshore?

7 A. I do not.

8 MR. PHAIR: You know what? If we could
9 take just a -- we're at 1:30. This actually probably
10 is a good time to break because it's 12:30 your time,
11 right? It's an hour difference? So should we break
12 now.

13 MR. RUKAVINA: This is Davor, Ryan. I
14 have an emergency hearing at 1:30 Central that
15 shouldn't take but half an hour. If everyone could
16 accommodate me, I would ask that you maybe go another
17 half an hour and then we take a break.

18 MR. PHAIR: Sure. Happy to.

19 MR. RUKAVINA: Is that okay with you,
20 Matthias?

21 MR. KLEINSASSER: Yeah, it's fine with
22 me.

23 Are you okay, James?

24 THE WITNESS: Yes, yeah.

25 MR. RUKAVINA: Can we take a -- take a

1 restroom break if you need one. I would just ask if we
2 could. That way, you know, I'll be on the whole time.
3 But thank you for your accommodation, everyone.

4 MR. PHAIR: Fair enough. If we could
5 take just a quick restroom break because I really need
6 to run -- like five minutes, and then we can knock out
7 another 30 minutes before lunch.

8 THE VIDEOGRAPHER: Off the record at
9 12:29 p.m.

10 (Recess from 12:29 p.m. to 12:44 p.m.)

11 THE VIDEOGRAPHER: On the record at
12 12:44 p.m.

13 Q. (BY MR. PHAIR) Mr. Goodman, earlier we were
14 talking about your call to the FBI about your alleged
15 forged signature on the AMRR note. Do you recall that?

16 A. Yes.

17 Q. Do you believe that Mr. Frinzi committed fraud
18 in connection with the AMRR note?

19 A. I do not know.

20 MR. KLEINSASSER: Objection, form.

21 Q. Have you investigated that?

22 MR. KLEINSASSER: Objection, form.

23 A. I'm going to let the authorities do that.

24 Q. Well, but if someone defrauded Goodman
25 Networks, the company, have you considered a lawsuit

1 against whoever forged your signature?

2 A. Yes, sir.

3 MR. KLEINSASSER: Objection, form.

4 A. Yes.

5 Q. And have you put anyone on notice of your
6 intent to file a lawsuit?

7 MR. KLEINSASSER: Objection, form.

8 A. Just been in discussion with my attorney.

9 Q. I don't want to get into your discussions with
10 your attorneys. But my question is, have you provided
11 anyone with notice that you intend to initiate a
12 lawsuit?

13 MR. KLEINSASSER: Objection, form.

14 A. No.

15 Q. And have you taken any steps to initiate a
16 lawsuit apart from speaking with your attorneys?

17 MR. KLEINSASSER: Objection, form.

18 A. Just, you know, contacting the FBI to see what
19 needs to be done first.

20 Q. Okay. But, as of today, Goodman Networks,
21 Inc. hasn't done anything to recover the \$44 million
22 that you allege was associated with your forged
23 signature on the AMRR note; is that correct?

24 MR. KLEINSASSER: Objection, form.

25 A. No. You know, I haven't talked to the Goodman

1 attorney, you know, or the -- you know, the new company
2 representatives. So they may have already started
3 something, but I'm not aware of anything.

4 Q. Okay. Are you aware of the company's efforts
5 to repay the bonds?

6 A. Yes.

7 Q. And what is -- what is your awareness of that?

8 A. Well, I mean, I tried to buy the bonds from
9 the bondholders and they wouldn't sell. And, you know,
10 Jim tried to buy the bonds, make enough -- you know,
11 directly and indirectly make offers to the bondholders
12 at a fair market price, and they wouldn't sell. And so
13 that's my understanding.

14 Q. So there was about 112 million in bonds
15 outstanding under the indenture, correct?

16 A. No.

17 Q. How much was outstanding -- not outstanding.
18 The principal amount was about 112 million, correct?

19 A. The original amount was. I think
20 what's outstanding today, I'm not sure what that amount
21 is.

22 Q. Okay. Were you aware and were you keeping
23 track of -- well, let me ask, were you being kept
24 apprised and getting status updates of the company's
25 efforts to buy back the bonds?

1 A. No.

2 MR. KLEINSASSER: Objection, form.

3 MR. PHAIR: Philip, if you could bring up
4 Goodman374.

5 (Exhibit 7 marked)

6 Q. Do you see that, Mr. Goodman?

7 A. I do.

8 Q. And I believe this is Goodman Exhibit 7.

9 MR. PHAIR: Is that correct, Phil?

10 MR. GUFFY: Yes, it's 7.

11 MR. PHAIR: Okay.

12 Q. I'm showing you on the screen what's been
13 marked as James Goodman Exhibit 7. I'll represent to
14 you that this is an e-mail produced to us in discovery
15 dated May 24th, 2022 between you, Mr. Frinzi, and some
16 of the folks at CFGI. Do you see that?

17 A. I do.

18 Q. And who is CFGI?

19 A. It was a restructure company that -- that
20 Goodman hired.

21 Q. And when did Goodman hire them?

22 A. I don't know.

23 Q. Was it 2022, 2018?

24 A. Yeah, I don't know.

25 Q. Did they hire them when you were on the board?

1 A. Not when I was there, no.

2 Q. Have you ever spoken with Mr. Konicov?

3 A. Who is that? No. What was the name, again?

4 Q. Howard Konicov.

5 A. No, I have not.

6 Q. Have you ever spoken with Joseph Baum?

7 A. I have.

8 Q. And how do you know Joseph Baum?

9 A. I don't know him.

10 Q. What's your relationship with Mr. Baum?

11 A. I don't have a relationship. I've just met
12 him one time and talked to him on the phone one time.

13 Q. When did you meet with him?

14 A. I can't recall. It was in Texas.

15 Q. Last year, two years, five years ago?

16 A. Oh, no. It would have been last year.

17 Q. And how did you -- how were you introduced to
18 Mr. Baum?

19 A. Jim Frinzi.

20 Q. Do you have an understanding of how Mr. Baum
21 knew Mr. Frinzi?

22 A. I do not.

23 Q. And when you met with him, was it a meeting in
24 an office, was it a dinner?

25 A. No, it was a lunch. It was a lunch meeting.

1 Q. And that's in Houston?

2 A. No, it was in -- it was in Horseshoe Bay,
3 Texas.

4 Q. At a restaurant?

5 A. It was, yes.

6 Q. Who else was there?

7 A. Jim Frinzi.

8 Q. Anyone else?

9 A. No.

10 Q. Have you ever met Howard Konicov?

11 A. I have not, no.

12 Q. Okay. If you scroll down on this document,
13 you see -- this is Mr. Baum, correct, sending you -- an
14 e-mail to both you and Mr. Goodman and Mr. Frinzi,
15 correct?

16 A. Yes.

17 Q. And he says good morning to the both of you,
18 and then he provides you with what he quotes a status
19 update on the outstanding bonds and the request to
20 extend the maturity date. Do you see that?

21 A. Yes.

22 Q. Does that refresh your recollection of
23 receiving status updates from CFGI on the effort to
24 repurchase the bonds?

25 A. No.

1 Q. Was Mr. Baum -- strike that.

2 Mr. Baum here is giving you a status
3 update, correct?

4 A. No.

5 Q. He says, "Following is a status update,"
6 correct?

7 A. That's what he's calling it. He just -- he
8 copied me on an e-mail.

9 Q. He sent the e-mail to you and Mr. Frinzi --

10 A. Okay.

11 Q. -- correct?

12 A. Okay.

13 Q. They're not copied on it. You're the
14 addressee of the e-mail, correct?

15 A. I think Jim is. I think I'm just copied on
16 it.

17 Q. You're the first name in the "To" line, sir;
18 isn't that correct?

19 A. That's his preference.

20 Q. Okay. So Mr. Baum sent an e-mail on May 4th,
21 2022, addressing it to you and Mr. Frinzi, correct?

22 A. Yes.

23 Q. And that e-mail says, "Here's the status
24 update on the outstanding bonds and the request to
25 extend the maturity date," correct?

1 A. Yes.

2 Q. And he tells you that there is status of
3 2.5 million of the outstanding bonds rejected the
4 offer, 2.5 million accepted, and that there's
5 13 million remaining, correct?

6 A. Yes.

7 Q. So collectively there's about 18 million that
8 remained outstanding as of May 24th, 2022, correct?

9 A. Yes.

10 Q. And the company had bought up already all
11 the -- the other bonds that were out on the market,
12 correct?

13 MR. KLEINSASSER: Objection, form.

14 A. I don't know.

15 Q. Okay. But the -- the shares that you had sold
16 to Texas Alliance Partners, those have been retired by
17 this point, correct?

18 MR. KLEINSASSER: Objection, form.

19 A. I don't know.

20 Q. Well, you sold more shares than 18 million,
21 correct, sir?

22 MR. KLEINSASSER: Objection, form.

23 A. I don't recall.

24 Q. All right. If we can go back to the bond
25 agreement. The -- if you scroll up, you respond to

1 Mr. Baum, correct?

2 A. Yes.

3 Q. And this is response to his question where
4 he's saying, "I recommend an all hands call, including
5 the companies' bankruptcy counsel, to decide on the
6 companies next steps."

7 Do you see that?

8 A. I do.

9 Q. And then you say, "Then I would pay the extra
10 payment to whoever accepted and did not object and did
11 not respond."

12 Do you see that?

13 A. I do.

14 Q. What did you mean by that?

15 A. I don't recall.

16 Q. Okay. And then Mr. Baum responds to your
17 suggestion and he says, "Well, if we do that we'll be
18 put into default," correct?

19 A. Where is that at?

20 Q. It's the e-mail right above, 12:28:23 p.m.

21 A. I see that, yes.

22 Q. Okay. And that's what Mr. Baum told you,
23 correct?

24 A. I think that's what he told everybody on the
25 e-mail.

1 Q. Okay. But this is him responding to your
2 question three minutes earlier, correct?

3 A. Yes.

4 Q. And then you respond to him, you know, 20,
5 30 minutes later at 2:15 p.m., and you say, "My option
6 is they would look to us to resolve the bonds payment."

7 Do you see that?

8 A. I do.

9 Q. What did you mean by that?

10 A. I don't know. I can't remember.

11 Q. Next line you say, "The company has a
12 \$40m dollar asset in GNET ATC."

13 Do you see that?

14 A. I do.

15 Q. What was that asset?

16 A. I do not know.

17 Q. Sir, you can't recall what a \$40 million asset
18 of Goodman Networks, Inc. was seven months ago?

19 A. No.

20 Q. So how did you think it would be, quote, hard
21 to put the company in bankruptcy when it has the
22 ability to pay?

23 A. I don't recall.

24 Q. What happens -- you know, the company,
25 obviously, is now in bankruptcy. What happened between

1 your e-mail on May 24th, 2022, and the filing of the
2 bankruptcy that put the company in a position where it
3 doesn't have the ability to pay?

4 MR. KLEINSASSER: Objection, form.

5 A. I do not know.

6 Q. So your testimony today is that you don't know
7 what the \$40 million asset of GNET ATC was when you
8 were referring to it with your auditors and Mr. Frinzi
9 on May 24th, 2022?

10 MR. KLEINSASSER: Objection, form.

11 A. What auditors?

12 Q. CFGI. Sorry. Your bankruptcy counsel.

13 A. So what's your question?

14 Q. So -- well, let me ask it this way. Is the
15 \$40 million asset in GNET ATC the AMRR note?

16 A. I don't know.

17 Q. Well, sir, I'm just quoting your words.

18 A. Yeah. I --

19 Q. I'm just asking you what you were saying in a
20 very important e-mail about a \$40 million asset. What
21 did you mean?

22 MR. KLEINSASSER: Ryan, he's answered the
23 question like five times now.

24 MR. PHAIR: I'm asking him whether or not
25 that was the AMRR note.

1 MR. KLEINSASSER: He just said, "I don't
2 know."

3 MR. PHAIR: Okay.

4 Q. Is it possible that it was the AMRR note?

5 A. I don't know.

6 Q. I'm not asking whether you know. I'm just
7 asking whether it's possible or not?

8 A. I don't know. The AMRR note was 44 million.
9 This is 40 million. I mean, I could have been -- I
10 don't know what I was thinking, you know, except for
11 the -- you know, the GNET ATC had cash, you know. That
12 money was still sitting there. I mean, I could have
13 been referring to it, not a note. So I don't recall
14 what that 40 million was.

15 Q. Are there any other possibilities other than
16 the AMRR note and the cash? Is there any other
17 possibilities about what you could have been referring
18 to?

19 MR. KLEINSASSER: Objection, form.

20 A. No.

21 Q. Did GNET ATC have \$40 million in cash as of
22 May 24th, 2022?

23 A. I don't know. I knew the company had
24 \$60 million, you know, of cash before I left.

25 Q. Why do you think GNET ATC having a \$40 million

1 asset would make it hard to put the company in
2 bankruptcy?

3 MR. KLEINSASSER: Objection, form.

4 A. I would have to go back and, you know, try to
5 remember what my context was. The company had assets.
6 You know, Jim's job and responsibility was to try to
7 reach a reasonable agreement with the -- you know, with
8 the bondholders, satisfy the bondholders and work with
9 the other creditors.

10 Q. So -- but -- so there was a -- the due date of
11 the bonds was May 31st, 2022, correct?

12 A. I don't know.

13 Q. We can pull up the indenture, but, I mean, do
14 you have any reason to believe that it wasn't May 31st,
15 2022?

16 A. I have no reason not to believe that.

17 Q. Okay. The -- why would a GNET ATC asset help
18 Goodman Networks avoid bankruptcy?

19 MR. KLEINSASSER: Objection, form.

20 A. I don't know.

21 Q. Are you familiar with a company called
22 18920 NW 11th, LLC?

23 A. I'm not.

24 Q. Have you ever heard that before,
25 18920 NW 11th, LLC?

1 A. I have heard it.

2 Q. In what context have you heard that?

3 A. In a preferred stock purchase -- or not
4 stock -- a preferred purchase.

5 Q. And did you or your companies sell any
6 preferred shares in Goodman Networks to 18920 NW 11th?

7 A. I did.

8 Q. How many?

9 A. I can't recall.

10 MR. PHAIR: Phil, if we could bring up
11 Goodman375.

12 MR. GUFFY: Sorry. Did you say 375?

13 MR. PHAIR: Yeah. Let me -- no. One
14 second. It's mis-marked. Goodman590.

15 MR. GUFFY: 590. Okay. Okay. I got it.

16 Q. And while he's bringing this up, so when you
17 sold the shares to 18920 NW 11th, LLC, what was your
18 understanding of, you know, who the principals of the
19 company were?

20 MR. KLEINSASSER: Objection, form.

21 A. I didn't know who they were.

22 Q. Do you know who owns 18920 NW 11th?

23 A. I do not.

24 Q. Do you know whether any of the Auerbachs owns
25 18920 NW 11th?

1 A. I do not know.

2 Q. Would you be surprised to learn that the
3 Auerbachs had ownership interest in 18920 NW 11th?

4 MR. KLEINSASSER: Objection, form.

5 A. Yes, I would be.

6 Q. The Auerbachs are the same people who
7 purchased your bonds, correct?

8 A. Yes.

9 Q. Do you know who Steven Zakharyayev is?

10 A. I do not.

11 Q. Have you ever communicated with someone named
12 Steven Zakharyayev?

13 A. It's possible.

14 Q. Do you have any recollection of communicating
15 with Steven Zakharyayev?

16 A. I would have to look at my e-mails and see.

17 Q. Do you know whether 18920 NW 11th was a
18 preferred shareholder with Goodman Networks?

19 A. Before, or what's your question?

20 Q. At any point in time.

21 A. Oh, I don't know.

22 Q. To your recollection as a former chairman of
23 the board 18920 -- strike that.

24 As a former chairman of the board of
25 Goodman Networks and a significant shareholder, do you

1 have any recollection or awareness of 19820 NW 11th
2 ever being a preferred shareholder of Goodman Networks,
3 Inc.?

4 A. No.

5 (Exhibit 8 marked)

6 Q. Okay. I've brought up on the screen what's
7 been marked as Goodman Exhibit 8. Do you see that,
8 Mr. Goodman?

9 A. I do.

10 Q. Okay. I'll represent to you that this is an
11 e-mail that was produced to us by the company in
12 discovery. It looks like an e-mail exchange between
13 you and some other folks, including Steven Zakharyayev
14 from March 2022. Do you see that?

15 A. Yes.

16 Q. Okay. And I'll give you a second to scroll
17 through it, but this e-mail is referring to -- is
18 discussing an effort to sell shares to 18920 NW 11th,
19 correct?

20 A. Yes.

21 Q. And under the terms of this deal, if you look
22 to the page -- I'm going to use -- there's a term
23 called Bates stamp. It's the numbers at the bottom
24 where it says Goodman and then it has some numbers
25 thereafter. It just helps us refer to pages within a

1 document. Do you see that, sir?

2 A. I do.

3 Q. So I'm going to refer you to the page that's
4 marked Goodman593, which is the next page from what
5 we're showing you right now. But scroll up. Oh, you
6 know what? It's different in my print. There we go.

7 And you see the -- the e-mail that
8 Mr. Zakharyayev sends to you on March 9th, 2022.

9 MR. PHAIR: Actually, if you can scroll
10 up just a little bit more, Phil.

11 Q. On March 9th, 2022 at 1:23 p.m.
12 Mr. Zakharyayev sends you an e-mail at your Genesis
13 account regarding the preferred sale, correct?

14 A. Yes.

15 Q. And he attaches a table essentially of the
16 number of preferred shares that would be sold. Do you
17 see that?

18 A. I do.

19 Q. And if you look at the total on the last line
20 of Mr. Zakharyayev's e-mail, the total number of shares
21 that were proposed to be sold was 4,032,918 to
22 18920 NW 11th, correct?

23 A. Yes.

24 Q. Okay. And that's the same amount of -- well,
25 let me go back to that. Does this refresh your

1 recollection of who Mr. Zakharyayev is?

2 A. Just the transaction. I mean, I've never met
3 him.

4 Q. Why were you communicating with him?

5 A. He was interested in buying my shares.

6 Q. Okay. And was he shareholder, is he a lawyer,
7 accountant?

8 A. I don't know what he is.

9 Q. And the purchase price for the shares that you
10 were going to sell to 18920 NW 11th, looking at that
11 table, was going to be \$12,381,602, correct?

12 A. Yes.

13 Q. Was it your money that this money would -- I'm
14 sorry. Strike that.

15 Was it your understanding that this money
16 would come from Goodman Networks?

17 A. No.

18 MR. KLEINSASSER: Objection, form.

19 Q. Where would the money come from?

20 A. I don't know. That's up to them.

21 Q. Did this transaction close?

22 A. It did.

23 Q. When did it close?

24 A. I don't know.

25 Q. Are there deal documents reflecting this

1 transaction?

2 A. There should be.

3 Q. And who was the party that sold the
4 4,032,918 shares to 18920 NW 11th?

5 A. I don't know. I would have to look at the --
6 I would have to look at the document.

7 Q. Did 18920 NW 11th ever loan any money to
8 Goodman Networks?

9 A. I do not know.

10 Q. When you were chairman of the board, were you
11 ever aware of any loan from 18920 NW 11th to Goodman
12 Networks?

13 A. No.

14 Q. Would it surprise you to learn that there was
15 a \$50 million loan from 18920 NW 11th to Goodman
16 Networks?

17 A. Yes.

18 Q. Why?

19 A. Because I've never heard of them.

20 MR. PHAIR: If we could bring up
21 Goodman140.

22 (Exhibit 9 marked)

23 Q. Sir, this is what we have marked as Goodman
24 Exhibit 9. And I'll represent to you that this is
25 another document that was produced to us in discovery.

1 This is a letter dated March 9th, 2022 purporting to be
2 from Evelina Pinkhasova to Goodman Networks, Inc. Do
3 you see that?

4 A. I do.

5 Q. And Ms. Pinkhasova, the title of her e-mail to
6 the company is "Redemption of Preferred Shares,"
7 correct?

8 A. Yes.

9 Q. And she says, "As you know, 18920 NW 11th is
10 the owner of 4,032,918 Series A-1 Preferred Shares,"
11 correct?

12 A. Yes.

13 Q. And that's the same number of shares that you
14 were discussing with Mr. Zakharyayev in Goodman
15 Exhibit 8, correct?

16 A. Yes.

17 Q. And she says, "As you know, the Preferred
18 Shares are subject to mandatory redemptions at their
19 liquidation value on a quarterly basis. As such,
20 please accept this letter as the Shareholder's demand
21 for redemption of the Preferred Shares."

22 Do you see that?

23 A. I do.

24 Q. And that letter is addressed to Goodman
25 Networks, Inc., correct?

1 A. Yes.

2 Q. And that is dated March 9th, 2022, correct?

3 A. Yes.

4 Q. Which if we go back to Goodman 8, Exhibit 8,
5 the e-mail that you exchanged with Mr. Zakharyayev,
6 that is also dated March 9th, 2022, correct?

7 A. Yes.

8 Q. And both the e-mail that you exchanged with
9 Mr. Zakharyayev and the letter that Ms. Pinkhasova sent
10 to Goodman Networks on the same date used the exact
11 same number of shares, 4,032,918 shares, correct?

12 A. Yes.

13 Q. Okay. Do you know what Ms. Pinkhasova's
14 relationship is to Mr. Zakharyayev?

15 A. I do not know.

16 Q. Would it surprise you to learn that it's his
17 wife?

18 A. Yes.

19 Q. Have you ever met Evelina Pinkhasova?

20 A. I have not.

21 Q. Has 18920 NW 11th, to your knowledge, ever
22 asserted a claim against Goodman Networks, Inc?

23 A. I do not know.

24 Q. Are you aware of a settlement agreement
25 between Goodman Networks, Inc. and 18920 NW 11th?

1 A. I am not.

2 MR. PHAIR: Philip, if we could bring up
3 Goodman638.

4 MR. GUFFY: One moment, please.
5 (Exhibit 10 marked)

6 Q. Sir, while we're doing that, so I'm clear, is
7 the Goodman family the largest shareholder in Goodman
8 Networks, Inc.?

9 A. Yes.

10 MR. KLEINSASSER: Objection, form.

11 A. Yes.

12 Q. What percentage of shares in Goodman Networks,
13 Inc. is controlled by you or the Goodman family?

14 MR. KLEINSASSER: Objection, form.

15 A. So combined it would be over 51 percent.

16 Q. So the Goodman family is the majority
17 shareholder in Goodman Networks, Inc., correct?

18 A. Yes.

19 Q. I'm handing you -- or I'm showing you what's
20 been marked as Goodman Exhibit 10. Do you see that?

21 A. I do.

22 Q. Again, I'll represent to you that this was a
23 document that was produced to us in discovery, and it's
24 entitled "Settlement Agreement."

25 A. I do.

1 Q. And this is a settlement agreement made
2 between Goodman Networks, Inc. in favor of
3 19820 NW 11th, LLC. Do you see that?

4 A. I do.

5 Q. Have you ever seen this document before?

6 A. I have not.

7 Q. Sitting here today is the first time you've
8 seen this settlement agreement?

9 A. It is.

10 Q. In this settlement agreement -- and if you
11 scroll to the back, this is dated March 10th, 2022. Do
12 you see that?

13 A. I do.

14 Q. Signed by Mr. Frinzi, correct?

15 A. Yes.

16 Q. And signed by Evelina Pinkhasova, correct?

17 A. Yes.

18 Q. And that's the same Ms. Pinkhasova who sent
19 the preferred share redemption letter to Goodman
20 Networks, Inc. the day before on March 9th, 2022,
21 correct?

22 A. I don't know.

23 Q. Do you have any reason to believe that there's
24 different Evelina Pinkhasovas representing
25 18920 NW 11th?

1 A. I have no idea.

2 Q. Sir, is it your testimony today that you
3 don't -- you believe that there is one
4 Evelina Pinkhasova who sent a share redemption letter
5 to Goodman Networks, Inc. on March 9th, 2022 and then
6 another who signed a settlement agreement on
7 March 10th, 2022?

8 MR. KLEINSASSER: Ryan, this is
9 harassing. Move on.

10 MR. PHAIR: I'm trying to get his
11 testimony here.

12 MR. KLEINSASSER: You know that's not his
13 testimony. Come on. Move on.

14 MR. PHAIR: He says he doesn't know. I
15 want to know if there are two different
16 Evelina Pinkhasovas.

17 A. I don't know.

18 MR. KLEINSASSER: He says he doesn't
19 know. He answered your question. Move on.

20 A. Maybe you know. You can tell me. I don't
21 know who she is. I didn't communicate with her. I
22 didn't work with her. I haven't seen this document
23 before. So I don't know who she is or who communicated
24 with Goodman Networks.

25 Q. Would it surprise you if it was the case that

1 there were two Evelina Pinkhasovas that were sending
2 different letters to the company one day after the --
3 each other?

4 A. I have no idea.

5 Q. Sir, if we go back up to the top, here the
6 assignor refers to Goodman Networks, Inc., correct?

7 A. Yes.

8 Q. And if you look at the second -- first
9 "whereas" clause, it's referring to the AMRR note,
10 correct?

11 A. Yes.

12 Q. And then there's -- the third clause says that
13 Goodman Networks, Inc., the assignor, is the holder of
14 a promissory note issued by the assignor in the amount
15 of \$50 million, the 18920 note, correct?

16 A. Is it saying that, the assignor of the -- is
17 the holder of a promissory note? Who's the holder?
18 Who's the --

19 Q. The assignor in the agreement is referred to
20 Goodman Networks, Inc., correct?

21 A. Okay.

22 Q. So it says, whereas, the Goodman Networks,
23 Inc. is the holder of promissory note issued by
24 assignor in the amount of \$50 million. Do you see
25 that?

1 A. I do.

2 Q. Are you aware of any note held by Goodman
3 Networks, Inc. in the amount of 15 -- \$50 million?

4 A. I am not.

5 Q. Are you aware of any note held by
6 18920 NW 11th in the amount of \$50 million?

7 A. No.

8 Q. Are you aware of any note that -- with 18920
9 at all?

10 A. No, I'm not.

11 Q. Would it surprise you to learn that Goodman
12 Networks, Inc. loaned \$50 million to an entity that
13 you've never heard of?

14 A. Yes.

15 Q. Were you aware of any settlement discussions
16 with 18920 NW 11th?

17 A. None.

18 Q. Have you ever seen the 18920 note referred to
19 in here?

20 A. No, I have not.

21 Q. Have you ever had any discussions with
22 Mr. Frinzi about 18920 NW 11th?

23 A. No.

24 Q. Would it surprise you to learn that
25 18920 NW 11th is owned by the Auerbachs, the same

1 people who purchased your bonds?

2 A. Yes.

3 MR. RUKAVINA: Hey, guys, this is Davor.
4 If it's a convenient time for a lunch break, I would
5 appreciate it. If not, no problem.

6 MR. PHAIR: Yeah, I think I just need two
7 more -- two more minutes, Davor, and then we can break.

8 MR. RUKAVINA: Thank you.

9 Q. Do you think Goodman Networks has any claims
10 against 18920 NW related to the settlement agreement
11 reflected in Goodman Exhibit 10?

12 MR. KLEINSASSER: Objection, form.

13 A. You know, I'm not a lawyer, I'm not a board
14 member. You know, as a shareholder, you know, I would
15 say yes, you know, the company should have a claim.
16 But, you know, I would have to check with my attorney.

17 Q. But as the former chairman of the board and
18 the largest majority shareholder in Goodman Networks,
19 Inc., does it surprise you to learn that Mr. Frinzi
20 transferred -- or had a promissory note of \$50 million
21 with 18920 NW 11th?

22 MR. KLEINSASSER: Objection, form.

23 A. Yes.

24 Q. Did you authorize any payment at all to
25 18920 NW 11th on behalf of Goodman Networks, Inc.?

1 A. Never.

2 Q. Are you aware as the largest majority
3 shareholder in Goodman Networks Inc. of any payment to
4 18920 NW 11th?

5 A. No.

6 MR. KLEINSASSER: Objection, form.

7 A. No.

8 MR. PHAIR: All right. We can break.

9 THE VIDEOGRAPHER: Off the record at
10 1:20 p.m.

11 (Lunch recess from 1:20 p.m. to 2:06 p.m.)

12 THE VIDEOGRAPHER: On the record at
13 2:06 p.m.

14 Q. (BY MR. PHAIR) Mr. Goodman, do you or any of
15 your companies owe any money to Goodman Networks, Inc.?

16 MR. KLEINSASSER: Objection, form.

17 A. Yes.

18 Q. Which of your companies owe money to Goodman
19 Networks, Inc.?

20 MR. KLEINSASSER: Objection, form.

21 THE REPORTER: I couldn't hear you.

22 A. UFS, Unified Field Communications -- sorry.
23 Unified Field Services, UFS.

24 Q. How much does UFS owe Goodman Networks?

25 A. I don't know.

1 Q. Is it 100,000, a million, 10 million?

2 A. I think it's a million. It's in the millions.

3 Q. And what is that debt attributable to?

4 A. Shared services fee, accounting support.

5 Q. Like back office work?

6 A. Yes.

7 Q. Is there a written agreement between UFS and
8 Goodman Networks, Inc.?

9 A. I think there is, yes.

10 Q. Is it a -- does Goodman Networks, Inc. -- I'm
11 sorry. Just so I'm clear, UFS owes that money to
12 Goodman Networks, Inc.?

13 A. Yes.

14 Q. And that's because Goodman Networks, Inc. is
15 providing shared services and accounting to UFS; is
16 that right?

17 A. No. They did in 2021.

18 Q. Okay. So it's like a legacy debt?

19 A. It is.

20 Q. Is there any current relationship between UFS
21 and Goodman Networks, Inc.?

22 A. None.

23 Q. Do any of your other companies owe money to
24 Goodman Networks, Inc.?

25 MR. KLEINSASSER: Objection, form.

1 A. No.

2 Q. Do you -- I already asked you. Do you or any
3 of your companies owe money to GNI?

4 A. No.

5 Q. Do you or any of your companies owe money to
6 Unified Field Services?

7 A. No.

8 Q. You mentioned the Unified Field Services, UFS.
9 Is there a receivable owed to them? If so, is that the
10 couple million that you're talking about?

11 A. I don't think it's a receivable. I'm not sure
12 how it's structured. I would have to, you know -- I
13 would have to have the lawyers look at it.

14 Q. Okay. Did you personally or any part of the
15 company controlled by you guarantee any obligations of
16 Goodman Networks?

17 MR. KLEINSASSER: Objection, form.

18 A. I don't understand your question.

19 Q. Did you personally or any company controlled
20 by you guarantee any obligations of Goodman Networks?

21 MR. KLEINSASSER: Objection, form.

22 A. No.

23 Q. Did you personally or any company controlled
24 by you guarantee any obligations of GNF?

25 MR. KLEINSASSER: Objection, form.

1 A. No.

2 Q. Did you personally or any company controlled
3 by you guarantee any obligations of multi field
4 services?

5 A. No.

6 MR. KLEINSASSER: Objection, form.

7 Q. Did you or any company controlled by you
8 guarantee any preferred stocks of Goodman Networks?

9 MR. KLEINSASSER: Objection, form.

10 A. What was the question, again?

11 Q. Did you or any company controlled by you
12 guarantee any preferred stock of Goodman Networks?

13 MR. KLEINSASSER: Objection, form.

14 A. I don't understand. Guarantee, what do you
15 mean?

16 Q. Like if they -- if they default that you would
17 step into place and pay it.

18 A. Oh, no.

19 Q. Did you or any company controlled by you ever
20 guarantee any security issues by Goodman Networks, Inc.
21 or any of its employees?

22 MR. KLEINSASSER: Objection, form.

23 A. No.

24 Q. Do you believe that you or any of your
25 companies have claims against Goodman Networks, Inc.?

1 MR. KLEINSASSER: Objection, form.

2 THE REPORTER: What was the answer to
3 that? Can you please wait just one second until he
4 objects? I didn't get the answer.

5 Q. Let me ask the question again so we're clear.
6 Do you believe that you or any of your companies have
7 claims against Goodman Networks, Inc.?

8 MR. KLEINSASSER: Objection, form.

9 A. Yes.

10 Q. What claims do you believe you have against
11 Goodman Networks, Inc.?

12 A. Goodman owns Genesis for back office support,
13 accounting support, shared services calls.

14 Q. Which Genesis entity does it own?

15 A. Genesis Networks Telecom.

16 Q. Is there a written agreement between Genesis
17 Network Telecom and Goodman for such services?

18 A. I believe so, yes.

19 Q. How much is owed?

20 A. I'm not sure. About 350,000, 400,000. I
21 can't remember.

22 Q. Have you asserted a claim on behalf Genesis
23 Networks Telecom against Goodman Networks, Inc.?

24 A. I have not.

25 Q. Putting aside the Genesis Networks Telecom,

1 are there any other claims that you or your companies
2 have against Goodman Networks, Inc.?

3 MR. KLEINSASSER: Objection, form.

4 A. Not at this time.

5 Q. Are you anticipating claims against Goodman
6 Networks, Inc. in the future?

7 MR. KLEINSASSER: Objection, form.

8 A. I believe so, yes.

9 Q. What claims are you anticipating?

10 A. I'm not sure at this time.

11 Q. What would be the nature of the claims that
12 you're anticipating?

13 A. I'm not sure. I would have to talk with
14 counsel.

15 Q. Well, I'm not asking you what type of claim,
16 but what conduct are you thinking in your head would be
17 potentially actionable?

18 A. I'm not sure.

19 Q. So when you say you're thinking about claims,
20 like what are you thinking about?

21 A. I'm thinking I need to talk to my attorney, go
22 through the suggestions and get a recommendation from
23 them if there is -- you know, if there is action to be
24 taken.

25 Q. Action based on what facts?

1 A. I would have to discuss it with them. I don't
2 have the facts. I don't have the information. It's
3 something that we would have to formulate.

4 Q. So other than just a metaphysical idea that
5 you might have claims, is there anything that you
6 actually have in your head as a potential claim?

7 MR. KLEINSASSER: Objection, form.

8 A. Well, yes. I have an idea, but I don't -- I
9 haven't formulated it. I haven't clearly thought it
10 out.

11 Q. That's fine. I just need to know what your
12 idea is.

13 A. I'm not sure what the idea is.

14 Q. So you said you have been considering future
15 claims. You said you have an idea about it. Other
16 than just the fact that there is a claim, what idea do
17 you have in your head?

18 MR. PHAIR: Is he froze for everyone
19 else?

20 MR. KLEINSASSER: Yes.

21 MR. PHAIR: Let's go off the record while
22 we get him back.

23 THE VIDEOGRAPHER: Off the record at
24 2:11 p.m.

25 (Technical difficulties)

1 (Recess from 2:11 p.m. to 2:6 p.m.)

2 THE VIDEOGRAPHER: On the record at

3 2:16 p.m.

4 Q. (BY MR. PHAIR) Mr. Goodman, before the break
5 I had asked you whether or not you had -- you or your
6 companies have claims against Goodman Networks, Inc.,
7 and you said that you thought you might and that you
8 had an idea. We were talking about that. Do you
9 recall that recollection?

10 A. I do.

11 Q. And what is the idea that you have? Like I'm
12 not asking you whether it's fraud or anything else.
13 Like what is the facts and circumstances that you think
14 might give rise to a claim? What is that idea?

15 A. I'm not sure.

16 Q. So when you say "an idea," is this just a --
17 like I'm sitting here today, metaphysically I have an
18 idea that I might have a claim, or is there anything
19 that backs that up?

20 A. I might have a claim.

21 Q. What type of claim?

22 A. I don't know.

23 Q. Have you given any thought as to whether there
24 are any facts or circumstances that would support it?

25 A. No.

1 Q. Have you ever asserted a claim against anyone?

2 MR. KLEINSASSER: Objection, form.

3 A. No.

4 Q. Have you asked your attorneys whether or not
5 you have a claim against Goodman Networks, Inc.?

6 MR. KLEINSASSER: That's privileged.
7 Don't answer.

8 MR. PHAIR: It's a yes or no question.

9 MR. KLEINSASSER: It's privileged, Ryan.
10 Move on.

11 MR. PHAIR: You're going to instruct him
12 not to answer?

13 MR. KLEINSASSER: Yep.

14 MR. PHAIR: Instruct him then.

15 MR. KLEINSASSER: I just did.

16 Q. Are you going to take your counsel's
17 instruction?

18 A. Yes.

19 Q. Okay. We'll review that.

20 Do you have any facts available to you
21 that might give rise for a claim by you or any of your
22 companies against Goodman Networks?

23 MR. KLEINSASSER: Objection, form.

24 A. What was your question?

25 Q. Sitting here today, are you -- strike that.

1 Sitting here today, are you aware of any
2 facts or any circumstances that might give rise to a
3 claim by you or any of your companies against Goodman
4 Networks, Inc.?

5 MR. KLEINSASSER: How many times are you
6 going to ask this question? This is like number five,
7 six maybe.

8 MR. PHAIR: Objection, form, then,
9 Matthias.

10 MR. KLEINSASSER: No, it's harassing.
11 You're making a great record of harassment for the
12 court.

13 MR. PHAIR: Make your motion. Otherwise
14 keep your mouth shut, Matthias. Objection, form. Move
15 on.

16 MR. KLEINSASSER: Let me explain to you
17 how the rules work.

18 MR. PHAIR: I don't need a lecture. I
19 don't need you burning time.

20 MR. KLEINSASSER: I don't need to make a
21 motion, Ryan.

22 MR. PHAIR: Call the court. Go ahead.

23 MR. KLEINSASSER: That's not how it
24 works, Ryan.

25 MR. PHAIR: Do whatever you're going to

1 do and just do it.

2 MR. KLEINSASSER: I'm trying to ask you
3 to move on. He has answered this question six times.

4 MR. PHAIR: No, he is not answering my
5 question. He can say, "yes," "no," "I don't know."
6 That's fine.

7 MR. KLEINSASSER: He has already
8 answered. He says he doesn't know.

9 MR. PHAIR: Let's see.

10 MR. KLEINSASSER: He said he doesn't
11 know.

12 MR. PHAIR: I don't need you to answer,
13 Matthias. I need the witness to answer. You're not
14 testifying today. The witness is.

15 MR. KLEINSASSER: Ryan, you're harassing
16 him.

17 MR. PHAIR: I am not.

18 Q. I'm going to ask one more time and we'll see
19 what your answer is.

20 MR. KLEINSASSER: One more time.

21 Q. Sitting here today, sir, are you aware of any
22 facts or circumstances that you or your companies think
23 you have claim against Goodman Networks, Inc.?

24 MR. KLEINSASSER: Objection, form.

25 A. I don't know.

1 MR. KLEINSASSER: Are we going for
2 number seven now, Ryan?

3 A. Sitting here today, are you aware of any facts
4 or circumstances that you believe would give rise to
5 you or your companies having a claim against GNET?

6 MR. KLEINSASSER: Objection, form. You
7 have already asked him this.

8 MR. PHAIR: I haven't asked him about
9 GNET.

10 MR. KLEINSASSER: You did. You've asked
11 about all of these companies already. Go ahead.

12 A. Yeah, I don't know.

13 Q. Sitting here today, are you aware of any
14 claims, any facts or circumstances that would give rise
15 to claims on behalf of you or your companies against
16 Multi Land Field Services?

17 MR. KLEINSASSER: Objection, form.

18 A. I don't know.

19 Q. Have you considered whether you or any of your
20 companies have claims against any of these three
21 entities that I just named?

22 MR. KLEINSASSER: Objection, form.

23 A. Yes.

24 Q. What have you done to consider?

25 A. Just think about it.

1 Q. Think about what?

2 A. What options.

3 Q. And what options have you thought about?

4 A. Nothing. I need to confer with an attorney.

5 Q. Do you believe that UFS has a claim against
6 Goodman Networks, Inc.?

7 MR. KLEINSASSER: Objection, form.

8 A. I don't know. I would need to speak to my
9 attorney.

10 Q. Are you aware of any facts or circumstances
11 that might give rise to a claim against Goodman
12 Networks, Inc., by UFS?

13 MR. KLEINSASSER: Objection, form.

14 A. Not at this time.

15 Q. Within the last two years, did you receive any
16 payments from Goodman Networks, Inc.?

17 A. Just for my consulting and our board seat.

18 Q. How much did you get paid for that?

19 A. I can't recall.

20 Q. Let's bring up what -- Exhibit No. 4, the
21 payment chart. Did we get exhibit share working,
22 Mr. Goodman?

23 A. I'm trying to find it again.

24 Q. Go to the folder. There should be one labeled
25 marked "Exhibits."

1 A. No, I've got to pull it back up because
2 whenever -- whenever I lost the Internet, then it --
3 okay, I have it.

4 Q. Exhibit 11. When you click on that it should
5 pull it up for you.

6 A. Yes, I have it.

7 Q. I'll just put it up on the screen.

8 A. Mr. Goodman, I'm sharing on the screen what's
9 been marked as James Goodman Exhibit 11.

10 (Exhibit 11 marked)

11 Q. I'll represent to you that this was an
12 interrogatory response that we received from Goodman
13 Networks, Inc. There is an attachment to it. It was a
14 verified interrogatory response by John Goodman. And
15 if you look at -- if you scroll down, this is -- this
16 interrogatory response is a series of payments made by
17 Goodman Networks, Inc. to various entities. Do you see
18 that?

19 A. I do.

20 Q. If you look --

21 MR. PHAIR: Philip, I don't know if you
22 can highlight, but there is a series of payments --
23 sorry. That's my daughter. I apologize.

24 Q. There is a series -- there is a series of
25 payments made by Goodman Networks, Inc. to you in 2021.

1 Do you see that?

2 A. I do.

3 Q. And it's labeled as payroll. Do you see that?

4 A. I do.

5 Q. And some of the payroll payments are in the
6 amount of 1,368, correct?

7 A. Yes.

8 Q. And some are made in the amount of \$7,696. Do
9 you see that?

10 A. I do, yes.

11 Q. And are these the payments that you received
12 from Goodman Networks, Inc. in 2021?

13 A. I'm not sure.

14 Q. Do you have any reason to believe that you did
15 not receive these payments from Goodman Networks, Inc.
16 in 2021?

17 A. No.

18 Q. The 7,696, was -- do you have any
19 understanding of why you were receiving the \$7,000
20 payment versus the \$1,368 payment?

21 A. I do not know.

22 Q. Within the last two years have you received
23 any payments from GNF?

24 A. No.

25 Q. Have you received any payments from Multi

1 Field Services?

2 A. No.

3 Q. Have you received anything of value from the
4 Goodman Networks or Multi Field Services during the
5 past few years?

6 A. Not that I'm aware of, no.

7 Q. Within the last year has any company that you
8 owned, controlled, served as an officer, director of
9 received any payments from Goodman Networks, Inc.?

10 MR. KLEINSASSER: Objection, form.

11 MR. PHAIR: He froze again.

12 THE VIDEOGRAPHER: Off the record at
13 2:25 p.m.

14 (Technical difficulties)

15 (Recess from 2:25 p.m. to 2:28 p.m.)

16 THE VIDEOGRAPHER: On the record at
17 2:28 p.m.

18 Q. (BY MR. PHAIR) Mr. Goodman, within the past
19 two years did any company that you own or control
20 receive any payments from Goodman Networks?

21 MR. KLEINSASSER: Objection, form.

22 A. You said in the last few years?

23 Q. The last two.

24 A. The last two years, yes.

25 Q. Which entities have received payment from

1 Goodman Networks, Inc.?

2 A. It would have been -- let me look at the
3 exhibit -- Genesis Network Global Services, Genesis
4 Telecom Services and People NQ.

5 Q. I'll come back to that in a second.

6 Were there any others that received
7 payment from Goodman Networks, Inc.?

8 A. Not that I'm aware of.

9 Q. Within the past two years did any company you
10 own or control receive any payments from GNF?

11 MR. KLEINSASSER: Objection, form.

12 A. Not that I'm aware of.

13 Q. In the past two years did any company you own
14 or control receive any payments from Multi Field
15 Services?

16 MR. KLEINSASSER: Objection, form.

17 A. Not that I'm aware of.

18 Q. Let's talk about the Genesis payment. If you
19 could go back to Goodman Exhibit 11.

20 MR. PHAIR: If you could pull that back
21 up again.

22 Q. You will see that there are three payments
23 made to Genesis Networks. One is a December 6, '21
24 payment for 64,000 from Goodman Networks, Inc. to
25 Genesis Network Global Services, LLC. Do you see that?

1 A. Yes.

2 Q. What was that payment for?

3 A. I don't know.

4 Q. Also on December 6th, 2021 there was a payment
5 for 16,000 from GNET, LLC to Genesis Network Global
6 Services, LLC. Do you see that?

7 A. I do.

8 Q. What was that payment for?

9 A. I don't know.

10 Q. Do you have any justification for either
11 payment?

12 A. We would have to ask accounting.

13 Q. On June 14, 2022 Goodman Networks, Inc. also
14 paid Genesis Networks \$128,420.99. Do you see that?

15 A. I do.

16 Q. What was that for?

17 A. It says for legal reimbursement.

18 Q. And why is Goodman Networks, Inc. paying
19 Genesis Networks for legal reimbursement?

20 A. It's supposed to indemnify me and pay for my
21 expenses, whenever I was a board member.

22 Q. Why is that being paid then to Genesis
23 Networks, LLC instead of you personally?

24 A. I don't know.

25 Q. If you would scroll further down to the next

1 page. Actually there is a series of payments to People
2 NQ, Inc. Do you see that?

3 A. I do.

4 Q. What is People NQ, Inc.?

5 A. It's a company I own that I do consulting out
6 of and manage some of my accounts through them.

7 Q. What type of -- do you have a director or
8 officer position at People NQ?

9 A. I do.

10 Q. What position do you have?

11 A. I'm the owner, single member LLC.

12 Q. Are there any other employees at People NQ,
13 Inc.?

14 A. No.

15 Q. On December 13, '21, GNET ATC makes a payment
16 of \$200,000 to People NQ, Inc. Do you see that?

17 A. Okay.

18 Q. What was that for?

19 A. Consulting.

20 Q. What type of consulting?

21 A. Advisement, support, help, consulting.

22 Q. Do you submit bills to GNET ATC for your
23 consulting role?

24 A. I'm not sure.

25 Q. Is there a written agreement between GNET ATC

1 and People NQ for your consulting role?

2 A. I'm not sure. I would have to check.

3 Q. Is there a flat fee arrangement between the
4 two companies?

5 A. I'm not sure. I would have to check.

6 Q. Sitting here today, are you aware of any
7 documentation between GNET ATC and People NQ regarding
8 your consulting role?

9 MR. KLEINSASSER: Objection, form.

10 A. I would have to check. I'm not sure.

11 Q. On December 23, '21 there is another \$100,000
12 payment 10 days later from GNET ATC to People N2, Inc.
13 Do you see that?

14 A. I do.

15 Q. What was that for?

16 A. Consulting.

17 Q. And same question. Do you have any
18 documentation that supports that \$100,000 payment?

19 A. I would have to check.

20 MR. KLEINSASSER: Objection, form.

21 A. I'm not sure.

22 Q. Did you submit bills or invoices of any kind
23 to GNET ATC documenting the work that you did?

24 A. I'm not sure. I would have to check.

25 Q. Are you aware -- sitting here today, are you

1 aware of any invoices that you have ever submitted to
2 GNET ATC on behalf of People NQ that included
3 descriptions of the work that you did?

4 MR. KLEINSASSER: Objection, form.

5 A. I'm not sure. I would have to check.

6 Q. There is also a series of payments made in '21
7 on behalf of Goodman Networks, Inc. to People NQ, Inc.
8 Do you see those?

9 A. I do.

10 Q. Generally between 15- and \$60,000 in '21. Do
11 you see that?

12 A. I do.

13 Q. Do know what those were for?

14 A. Consulting.

15 Q. Does Goodman Networks, Inc. have a written
16 agreement with People NQ, Inc.?

17 A. I'm not sure. I would have to check.

18 Q. Are you aware of any invoices or bills or any
19 other descriptions of the time you spent on consulting
20 that were submitted to Goodman Networks, Inc. on your
21 behalf from People NQ?

22 MR. KLEINSASSER: Objection, form.

23 A. I'm not sure. I would have to check.

24 Q. What would you check?

25 A. I would go back to Goodman and see if there is

1 a -- if there is a consulting agreement.

2 Q. Would People NQ, Inc. have a consulting
3 agreement if there was one?

4 A. It's possible.

5 Q. Where would you check to see if you had any
6 invoices?

7 A. I would have to check with accounting.

8 Q. I thought you said you were the only employee
9 of People NQ, Inc.

10 A. I am.

11 Q. So where would you check within People NQ,
12 Inc. to see if there is there any documentation for any
13 of these consulting charges?

14 A. I would go to Goodman and ask them to look.

15 Q. Are there any records that are kept of People
16 NQ, Inc.'s invoices that are sent to Goodman Networks
17 Inc.?

18 MR. KLEINSASSER: Objection, form.

19 A. I'm not sure. I would have to check.

20 Q. Where would you check?

21 A. I would go back and, you know, check for
22 invoices, I would check my e-mail. That's where I
23 would check.

24 Q. Did Goodman Networks, Inc. --

25 A. What's the question?

1 Q. Did Goodman Networks, Inc. ever pay any of
2 your credit card bills?

3 A. Not that I'm aware of.

4 Q. Are you aware of Goodman Networks, Inc. ever
5 paying any of the credit card bills of your family?

6 A. Not that I'm aware of.

7 Q. Who is Jake Goodman?

8 A. He is my son.

9 Q. How old is he?

10 A. He is 28 years old.

11 Q. And what is his occupation?

12 A. He is a freelance investor research analyst.

13 Q. Does he work for any of the Goodman companies?

14 A. Goodman Networks?

15 Q. Yes.

16 A. No.

17 Q. Did he work for any of your other companies?

18 MR. KLEINSASSER: Objection, form.

19 A. He does.

20 Q. We need to have him -- we keep getting the
21 objection over the answer. So, Mr. Goodman, if you
22 could give just a second to let your counsel interpose
23 an objection before you answer so we have it clear on
24 the record I would appreciate it.

25 A. Okay.

1 Q. I forgot the question.

2 MR. PHAIR: So can the court reporter
3 please read the question back?

4 (The requested testimony was read)

5 A. So what other companies?

6 Q. Any of the other companies that you own or
7 control.

8 A. I'm not sure. I would have to check.

9 Q. Did your son, Jake Goodman, did he ever do any
10 work for Goodman Networks, Inc.?

11 A. For consulting, yes.

12 Q. What type of consulting did he do?

13 A. He would do research.

14 Q. Research on what?

15 A. Investments market.

16 Q. When was he doing this consulting work for
17 Goodman Networks, Inc.?

18 A. I'm not sure. I would have to go back and
19 check.

20 Q. If we look, did he ever do any consulting work
21 for GNET ATC?

22 A. I'm not sure. I would have to check.

23 Q. If you go back to Exhibit 11, Goodman
24 Exhibit 11, you will see there is two payments that are
25 made to Jake Goodman, one for \$100,000 from GNET ATC to

1 Jake Goodman on December 23, '21 and one for \$150,000
2 on January 28, '22 from GNET ATC to Jake Goodman. Do
3 you see those?

4 A. Yes.

5 Q. That's a total of \$250,000 that was paid to
6 Jake Goodman at the end of '21, beginning of '22,
7 correct?

8 A. Yes.

9 Q. What was that for?

10 A. Consulting.

11 Q. And what type of consulting was he doing at
12 this time for GNET ATC?

13 A. I'm not sure. I would have to check.

14 Q. Did you ever tell Mr. Frinzi to wire your son,
15 Jake Goodman, money?

16 A. If it was for consulting I may have asked him.

17 Q. If you can bring up Jim Frinzi's text
18 messages.

19 MR. PHAIR: Philip, that's in the exhibit
20 share folder now. That's Exhibit 12.

21 (Exhibit 12 marked)

22 MR. PHAIR: Can you share that on the
23 screen so we can see it? Here we are. If you can
24 scroll down to the page marked Goodman 7652.

25 Q. And I'll represent to you this was also a

1 document that was produced in discovery by the company
2 and this is a text e-mail exchange from Mr. Frinzi. Do
3 you see that?

4 A. I do.

5 Q. Up at the top?

6 A. I do.

7 Q. And so his responses are in the white bubbles
8 to the left. Do you see that?

9 A. I do.

10 Q. And someone sends a text to Mr. Frinzi on
11 January 28, at 10:27 a.m. and says, "I entered a wire
12 to Jay Goodman for 150K." Do you see that?

13 A. I do.

14 Q. There is a message saying "wire confirmed. We
15 wired 100K on 12-23." Do you see that?

16 A. I do.

17 Q. And then Jim Frinzi said, "James said he only
18 got 50. Well, James wants us to pay another 50. Let's
19 do that tomorrow morning out of the East West."

20 Do you see that?

21 A. I do.

22 Q. Why did you want Mr. Frinzi to pay your son
23 \$150,000?

24 A. He was owed that money for consulting and it
25 should have been paid.

1 Q. Where in the text messages does it say
2 anything being owed to him for consulting?

3 A. I can't read the entire --

4 (TECHNICAL DIFFICULTIES)

5 (Recess from 2:43 p.m. to 3:00 p.m.)

6 THE VIDEOGRAPHER: We're on the record at
7 3:00 p.m.

8 Q. (BY MR. PHAIR) Mr. Frinzi -- Mr. Goodman,
9 before we went off the record we were talking about
10 Mr. Frinzi's text exchanges about the payment to your
11 son, Jacob. Do you recall that?

12 A. Yes.

13 Q. And, you know --

14 MR. PHAIR: If you could pull that back
15 up, Philip.

16 Q. Do you see that, Mr. Goodman?

17 A. I do.

18 Q. Okay. And then looking in the e-mail chain --
19 I'm sorry -- the text chains, it says they entered a
20 wire to Jake Goodman for 150K expired, and the next
21 message is "sending you wire to confirm. We just lost
22 it. We wired 100,000 on December 23rd." Do you see
23 that?

24 A. I do.

25 Q. And then Mr. Frinzi responds and says, "James

1 said he only got 50 and he says James wants us to pay
2 another 50." Do you see that?

3 A. I do.

4 Q. Why did you want Mr. Frinzi to pay your son
5 another \$150,000?

6 A. I'm not sure. I would have to go back and
7 check. I'm sure it had to do with his consulting.

8 Q. This doesn't say "we owe Jake money for his
9 consulting." He says that, "James," his father, "wants
10 us to pay him 150,000."

11 Why did you want Mr. Frinzi to pay him
12 150,000 to your son?

13 MR. KLEINSASSER: Objection, form.

14 A. Well, I would say it was due for consulting.

15 Q. You were the one who directed Mr. Frinzi to
16 pay the \$150,000. Why were you directing Mr. Frinzi to
17 pay your son \$150,000?

18 MR. KLEINSASSER: Objection, form.

19 A. I wasn't asking James. I was asking him if he
20 paid it. I don't know -- I don't control what Jim puts
21 in his text messages.

22 Q. Well, at least according to Jim's text
23 messages he is saying that you want Goodman Networks,
24 Inc. to pay another \$150,000.

25 My question is, why are you involved at

1 all?

2 MR. KLEINSASSER: Objection, form.

3 A. I don't know if I am involved. This is the
4 text messages from Jim Frinzi. I don't know what I'm
5 saying. Jim can write anything he wants to here. So
6 I'm not directing anybody.

7 I'm just reading a text message and, you
8 know, if I did say something to Jim it was -- you know,
9 it was an inquiry, but certainly not directing him.

10 Q. So is your testimony today that Mr. Frinzi's
11 contemporaneous recollection that you wanted Goodman
12 Networks, Inc. to pay your son \$150,000 is incorrect?

13 MR. KLEINSASSER: Objection, form.

14 A. I don't know what this text is saying except
15 for what Jim put down, and I don't know what Jim is
16 thinking.

17 Q. Have you ever had a conversation with
18 Mr. Frinzi about payments to your son?

19 A. I'm not sure.

20 Q. Do you have any reason to disbelieve what
21 Mr. Frinzi says here contemporaneously that you wanted
22 Goodman Networks, Inc. to pay another \$150,000 to your
23 son?

24 MR. KLEINSASSER: Objection, form.

25 A. I would have to see the text chain. I don't

1 know what Jim is thinking.

2 Q. Well, we have the text chain right in front of
3 you. Do you want to review the rest of it?

4 A. That's your call.

5 Q. I mean, you're welcome to do it if you think
6 it makes a difference.

7 A. I don't know if it makes a difference. This
8 is a text message to Jim Frinzi and somebody else. I
9 don't know, you know, what he's thinking or, you know,
10 I'm not directing him to write anything. He is doing
11 this, you know, on his own to somebody else.

12 Q. Okay. Do you know what "East West" is, the
13 reference to East West is there?

14 A. I do.

15 Q. What is it?

16 A. It's the East West Bank.

17 Q. And what is East West Bank?

18 A. They were Goodman's bank.

19 Q. So we're clear, so this would be a total of
20 \$250,000 that Goodman Networks, Inc. paid to your son,
21 who is 28 years old, for consulting services?

22 MR. KLEINSASSER: Objection, form.

23 A. That's what it says.

24 Q. That's your testimony today? Earlier you
25 talked about your brother, John Goodman, coming back

1 into the company. Do you recall that discussion?

2 A. I do not.

3 Q. At some point in time did John Goodman come
4 back into Goodman Networks, Inc.?

5 A. I'm not sure.

6 Q. Are you aware of any role that John Goodman
7 ever held at Goodman Networks, Inc.?

8 A. Yes.

9 Q. What role is that?

10 A. CEO. Chairman, CEO, chief strategy officer.
11 Different roles in the company.

12 Q. When did he hold those roles?

13 A. I'm not sure.

14 Q. Well, let me make this more simple and more
15 recent. Has Mr. Goodman, your brother, John Goodman,
16 held any role at Goodman Networks, Inc. in the past
17 two years?

18 A. I'm not sure.

19 Q. Do you recall earlier testifying about how
20 John Goodman was asked to come back and help the
21 company?

22 A. I do not.

23 Q. Do you have any contemporaneous recollection
24 of Mr. Goodman being asked to come back and help the
25 company?

1 A. I do not.

2 Q. Did you ever ask Mr. Goodman to come back and
3 help the company?

4 A. No.

5 Q. Did you have any discussion with your brother,
6 John Goodman, about Goodman Networks, Inc. over the
7 past year?

8 A. Yes.

9 Q. What did you ask questions about?

10 A. Ask him what's going on, does he know
11 anything.

12 Q. Why were you asking him?

13 A. Because -- see if he has heard anything, see
14 if he has talked to the Goodman counsel, I believe,
15 David Parham.

16 Q. Okay. Were you ever involved in the
17 preparation of financial statements for Goodman
18 Networks and its subsidiaries?

19 A. No.

20 Q. As the majority shareholder, did you review
21 the financial statements of Goodman Networks, Inc.
22 regularly?

23 A. No.

24 Q. Why not?

25 A. Didn't have a need to. It was done by the

1 CEO, you know, the CEO or the CFO of the company.

2 Q. So over the past two years have you ever
3 reviewed a financial statement for Goodman Networks,
4 Inc.?

5 A. I'm not sure.

6 Q. When you were chairman of the board of Goodman
7 Networks Inc., before your resignation in February of
8 2022, did you ever review a financial statement from
9 Goodman Networks, Inc.?

10 MR. KLEINSASSER: Objection, form.

11 A. I'm not sure.

12 Q. Sitting here today, can you recall a single
13 financial statement that you ever reviewed of Goodman
14 Networks, Inc.?

15 MR. KLEINSASSER: Objection, form.

16 A. Not that I can recall.

17 Q. At the time that you left Goodman Networks,
18 Inc., at the time of your resignation in February of
19 2022, were you aware of its financial status and
20 health?

21 MR. KLEINSASSER: Objection, form.

22 A. Yes.

23 Q. What was your awareness?

24 A. That the company had debt, that AT&T was
25 terminating the company's contract and it needed to

1 make a transition.

2 Q. And what was your impression of its financial
3 health and ability to survive as a stand-alone company?

4 A. With the AT&T contract, you know, it would
5 have been -- you know, it would have been able to
6 survive. You know, plus the \$25 million that I loaned
7 the company, you know, plus the millions of dollars of
8 debt I reduced for them, you know, buying in the bonds.

9 So if they would have maintained the AT&T
10 contract, you know, they would have -- they would have
11 been able to survive.

12 Q. I want to talk specifically as of the date you
13 submitted your resignation letter on February 1st,
14 2022.

15 What was your impression of the financial
16 health of the company at that time?

17 A. I don't recall.

18 Q. Were you involved at all in the presentation
19 that Goodman Networks, Inc. gave to the bondholder?

20 MR. KLEINSASSER: Objection, form.

21 A. I would have to see it. I don't think so.

22 Q. If you could bring up the June 8, 2022
23 presentation, please.

24 Mr. Goodman, we're showing you on the
25 screen what's been marked as Goodman Exhibit 13. Do

1 you see that?

2 A. I do.

3 (Exhibit 13 marked)

4 Q. I'll represent to you that this is a document
5 we received entitled the Goodman Networks financial
6 presentation to bondholders dated June 8, 2022. Do you
7 see that?

8 A. I do.

9 Q. In the top left corner it says "CFG I." Do you
10 see that?

11 A. I do.

12 Q. And who is CFG I, again?

13 A. They were the restructuring company Goodman
14 hired.

15 Q. Were you involved in their retention?

16 A. I was not.

17 Q. If we could go down to the financial
18 statements, the assets and liabilities, please, sir.
19 Right there.

20 So these were the financial statements
21 that CFG I, on behalf of Goodman Networks, Inc.,
22 provided to the bondholders. And do you see that the
23 total amount of assets as of December 31, 2021 was
24 \$108.65 million?

25 A. Where is that at?

1 Q. The bottom line, assets as of year end of
2 12/31/21, total assets.

3 A. And what was the amount, again?

4 Q. \$108,650,421.

5 A. Yes, I see it.

6 Q. And do you have any reason to believe that
7 that wasn't the total amount of assets of the company
8 as of December 31, 2021?

9 A. I don't know. I didn't put it together.

10 Q. But sitting here today, you don't have any
11 reason to doubt the numbers that CFGI presented to the
12 bondholders?

13 MR. KLEINSASSER: Objection, form.

14 A. I don't know. I didn't put it together. I
15 don't know what assets they are referring to, so I
16 can't make -- I'm not a CFO.

17 Q. Do you have faith in CFGI's ability to present
18 numbers accurately?

19 MR. KLEINSASSER: Objection, form.

20 Did you answer the question?

21 THE WITNESS: I don't know.

22 A. Do I have faith in their ability to put
23 something together? They seemed like a professional
24 organization. They should be able to put documents
25 together.

1 Q. Okay. But apart from the specifics, sitting
2 here today, you don't have any reason to doubt that the
3 total assets of the company were --

4 A. I don't know what they are referring to.

5 MR. KLEINSASSER: Objection, form.

6 A. I don't know what they are referring to on
7 this document.

8 Q. See, I only get to depose you once,
9 Mr. Goodman, so I need to know if you're going to come
10 back and say you don't think that number is right. I
11 need to know that now. So what I'm asking you is,
12 based on your present knowledge sitting here today, do
13 you have any reason to doubt that there was
14 \$108.654 million in assets at the company as of
15 December 31, 2021?

16 MR. KLEINSASSER: Objection, form.

17 A. I can't answer that question. I don't know
18 what assets they are referring to to get to that total
19 asset number.

20 Q. You were the chairman of the board at Goodman
21 Networks, Inc. on December 31, 2021, correct?

22 A. No.

23 Q. You didn't send a resignation for two more
24 months, correct?

25 MR. KLEINSASSER: Objection, form.

1 A. I resigned in December as a board member.

2 Q. And your testimony is you didn't know what the
3 assets of the company were in December when you
4 resigned?

5 MR. KLEINSASSER: Objection, form.

6 A. I can't recall that.

7 Q. But sitting here today, is there any reason
8 that you can think of off the top of your head why that
9 number might be inaccurate?

10 MR. KLEINSASSER: Ryan, how many times
11 are you going to ask this question?

12 MR. PHAIR: I'm trying to get the
13 answers.

14 MR. KLEINSASSER: You have gotten the
15 answer.

16 MR. PHAIR: I have not.

17 MR. KLEINSASSER: I think we're clear. I
18 think you just don't like the answer.

19 MR. PHAIR: Fine. Objection, form is
20 your objection.

21 MR. KLEINSASSER: I'm objecting to you
22 harassing the witness.

23 MR. PHAIR: I'm not harassing the
24 witness. Can you stop with this amateur hour,
25 Matthias? I mean, really.

1 MR. KLEINSASSER: Okay. Listen, so here
2 is the deal. Stop harassing the witness. You have
3 asked him the same question like six times.

4 Q. I'm trying to get his knowledge as of today.
5 He doesn't want to answer it, but that's what I'm
6 entitled to as of today.

7 MR. KLEINSASSER: No, you're entitled to
8 have him answer the question if he's got it. Ask it
9 one more time and see if he answers the same thing and
10 let's move on.

11 Q. Mr. Goodman, as of December 31, 2021, before
12 you sent your resignation as chairman of the board,
13 when you were the majority shareholder, do you have any
14 reason at all to believe that \$108.654 million in
15 assets was in the company, yes or no?

16 MR. KLEINSASSER: Objection, form.

17 A. I don't know what these assets are referring
18 to. I didn't put it together. I would need to see a
19 detailed comparison. So I don't know if those assets
20 are -- you know, if they are valid assets or not.

21 Q. So cash, if you look at -- I mean, the details
22 are right here, right? This is the assets and
23 liabilities statement, right? So let's just go one by
24 one, current assets, cash, \$66.19 million. Do you have
25 any reason to doubt that the company had cash of

1 \$66.19 million as of December 31, 2021?

2 MR. KLEINSASSER: Objection, form.

3 A. I didn't know what their cash balance was.

4 Q. That wasn't something that was important for
5 you to know as the majority shareholder?

6 MR. KLEINSASSER: Objection, form.

7 Q. I'm sorry. Was that important for you to know
8 as the majority shareholder?

9 MR. KLEINSASSER: Objection, form.

10 A. They weren't my job or responsibility. This
11 was delegated, you know, to other -- other people.

12 Q. So let's say as of December, when you said you
13 had this conversation with Mr. Frinzi, and you were
14 still chairman of the board of directors of Goodman
15 Networks Inc., what was your understanding of how much
16 cash was in the company?

17 MR. KLEINSASSER: Objection, form.

18 A. I wasn't sure how much cash was in the
19 company.

20 Q. You didn't think that it was important for you
21 to know as the chairman of the board of directors of
22 Goodman Networks, Inc. how much assets were in the
23 company?

24 MR. KLEINSASSER: Same objection.

25 Q. Let me ask it a different way. Do you believe

1 it is important for directors of the company to know
2 the financial health of the company that they are
3 overseeing?

4 MR. KLEINSASSER: Objection, form.

5 A. They are active directors, but I was already
6 resigned.

7 Q. Fine. Let's take November. As of November
8 how much cash was in the company, November of 2021?

9 MR. KLEINSASSER: Objection, form.

10 A. I don't know.

11 Q. I want to have your understanding of what your
12 duties are as a board member. What is your
13 understanding of what your duties and responsibilities
14 were as a board member of Goodman Networks, Inc.?

15 MR. KLEINSASSER: Objection, form.

16 A. To help the company.

17 Q. Did you have a duty to keep yourself informed
18 about the financial health of the company?

19 MR. KLEINSASSER: Objection, form.

20 A. I don't have a duty for that. The company has
21 a duty for it, so that would --

22 Q. Sir, go ahead.

23 A. So that would have been the -- you know,
24 someone else's responsibility.

25 Q. Do you have a duty as a director of a company

1 to ensure that there are adequate internal controls
2 within the company?

3 MR. KLEINSASSER: Objection, form.

4 A. We're not operators, we're not officers. We
5 are not looking at the controls that are in place. You
6 know, those are officers of the company that manage day
7 in and day out of the company.

8 Q. Let's scroll down to the cash listing. So,
9 Mr. Goodman, I'll represent to you that this was the
10 cash listing that CFGI, on behalf of Goodman Networks,
11 presented to the bondholders on June 8, 2022. You will
12 see that they advised the bondholders that there was
13 \$66,490,666 million in unrestricted cash within the
14 company on January 1st, 2022. Do you see that?

15 A. I do.

16 Q. And that as of May 31, 2022, there was
17 unrestricted cash of only \$435,645. Do you see that?

18 A. I do.

19 Q. So according to CFGI's presentation to the
20 bondholders, 65 million -- over 65 million in
21 unrestricted cash was drained from the company between
22 January 1st, 2022 and May 31, 2022. Do you see that?

23 MR. KLEINSASSER: Objection, form.

24 A. I see two balances. I don't know what
25 happened to the money.

1 Q. Does that surprise you to learn that over
2 \$65 million in cash exited the company between
3 January 1, 2022 and May 31, 2022?

4 MR. KLEINSASSER: Objection, form.

5 A. Yes.

6 Q. Why?

7 A. It's a lot of money.

8 Q. Do you have any explanation for how the
9 company that you are the majority shareholder in went
10 from having 66 million in unrestricted cash on
11 January 1st, 2022 to having only 435,000 in cash on
12 May 31, 2022?

13 MR. KLEINSASSER: Objection, form.

14 Q. What is your question?

15 A. Do you have any explanation for how
16 \$65 million was drained from the company between
17 January 1st, 2022 and May 31, 2022?

18 MR. KLEINSASSER: Objection, form.

19 A. No.

20 Q. Sir, do you understand that -- have you
21 done -- strike that.

22 You understand that May 31, 2022, the
23 significance of that date is the date that the notes,
24 the bonds, were due to be paid back to the bondholders,
25 correct?

1 A. No.

2 Q. I'm sorry?

3 A. No, I was not aware of that significant date.

4 Q. When you go look at the indenture, do you
5 doubt that that was the date?

6 A. I don't doubt it.

7 Q. So have you done -- as the majority
8 shareholder of Goodman Networks, Inc. have you done any
9 investigation to determine why \$65 million was drained
10 from the company between January 1st, 2022 and May 31,
11 2022?

12 MR. KLEINSASSER: Objection, form.

13 A. No.

14 Q. Does that concern you that that much money was
15 drained from the company that you are the majority
16 shareholder of between January 1st, 2022 and May 31,
17 2022?

18 MR. KLEINSASSER: Objection, form.

19 A. Yes, it concerns me.

20 Q. Why?

21 A. It's lot of money.

22 Q. Do you believe that fraud was involved?

23 MR. KLEINSASSER: Objection, form.

24 A. I'm not a lawyer or a police officer. I can't
25 answer that.

1 Q. I'm trying to understand why it is that you
2 don't seem more upset about \$65 million being drained
3 from the company that you are the majority shareholder
4 of.

5 MR. KLEINSASSER: Objection, form.

6 A. Because I wasn't aware of it.

7 Q. But is that something that makes you angry
8 right now, sitting here today?

9 MR. KLEINSASSER: Objection, form.

10 A. It's troubling to see that. We need to find
11 out why.

12 Q. So that's what I'm getting at is, what are you
13 doing to find out why?

14 A. I'm letting the trustee do his job and the
15 lawyers for Goodman do their job to find out, you know,
16 what happened.

17 Q. So you believe that you should just let the
18 trustee do his job to find out what happened. Is that
19 fair?

20 MR. KLEINSASSER: Objection, form.

21 A. I think everybody should do their job to find
22 out, you know, what happened. But currently the
23 trustee has full control, and so we need to let him and
24 the lawyers, you know, communicate and provide answers
25 for all of this.

1 Q. No further questions from me. Thank you,
2 Mr. Goodman, for your time today.

3 MR. PHAIR: I'm going to pass the
4 remaining time. Do we have an agreement on who is
5 going next?

6 MR. SCHAFFER: I'm happy to jump in.

7 MR. PHAIR: Thank you, Mr. Goodman,
8 again.

9 Mr. Schaffer, it's all you.

10 MR. SCHAFFER: Thank you very much.

11 MR. RUKAVINA: This is Davor real quick.
12 Can we just have an update of how much time has been
13 used?

14 MR. SCHAFFER: Sure.

15 THE VIDEOGRAPHER: I have to go off the
16 record to find out the time.

17 MR. LANGLEY: Let's do go off the record
18 and get coordinated if we're changing parties.

19 THE VIDEOGRAPHER: Off the record at
20 3:26 p.m.

21 (Recess from 3:26 p.m. to 3:35 p.m.)

22 THE VIDEOGRAPHER: On the record at
23 3:35 p.m.

24 EXAMINATION

25 BY MR. SCHAFFER:

1 Q. Good afternoon, Mr. Goodman. My name is
2 Eric Schaffer. I represent UMB Bank. UMB is the
3 indenture trustee for the 8 percent secured senior
4 notes. I know you have testified a little bit about
5 those notes and I will try not to go over ground that's
6 already been covered.

7 I think you understand -- let me change
8 that. Do you understand that the notes matured the end
9 of May in 2022?

10 A. Yes.

11 Q. And do you understand that the debtor failed
12 to make payment then?

13 A. Yes.

14 Q. And the outstanding notes still have not been
15 paid; is that correct?

16 A. I'm not sure if they haven't been paid.

17 Q. Okay. Do you understand that Goodman and
18 certain of its affiliates -- and let me say when I
19 refer to "Goodman" I'm referring to Goodman Networks,
20 Inc.

21 A. Okay.

22 Q. So do you understand that Goodman and certain
23 of its affiliates granted security interests for liens
24 to secure payment of the notes?

25 A. I'm not aware of it. It's just in the

1 documents.

2 Q. Okay. Are you aware that there was collateral
3 for the notes, that they were secured?

4 MR. KLEINSASSER: Objection to the extent
5 it calls for a legal conclusion.

6 Q. Are you aware that the documents granted
7 security interest to secure payment of the notes?

8 A. I'm not sure.

9 Q. Are you aware that the notes to trustee and
10 notes to collateral agent had an interest in certain
11 bank accounts of Goodman?

12 MR. KLEINSASSER: Objection, form.

13 Go ahead, James.

14 A. Yeah, I'm learning that now. I wasn't aware
15 of it before.

16 Q. Okay. A lot of my questions are going to
17 really get into the bank accounts and, with that in
18 mind, did you have any role in opening accounts of
19 Goodman at any banks?

20 A. Not that I can recall.

21 Q. Are you aware of accounts at East West Bank,
22 at BTH Bank, and Prosperity Bank?

23 A. At East West Bank, yes, and at Prosperity,
24 yes.

25 Q. Did you have any involvement ever in

1 requesting or directing transfers from the accounts at
2 East West or Prosperity Bank?

3 A. No.

4 Q. Did you ever discuss those accounts with
5 anyone at either of those banks?

6 A. What do you mean?

7 Q. Did you know any account officers or other
8 personnel at East West Bank? Had you communicated with
9 any of them?

10 A. Yes.

11 Q. And with whom?

12 A. I don't recall the gentleman's name.

13 Q. And do you recall the topics on which you
14 might have communicated with somebody at the East West
15 Bank?

16 A. It would have been just on the business. It
17 would have been on like looking for a Main Street loan,
18 but not transfer the money.

19 Q. The same questions then for Prosperity. Did
20 you ever talk with any account officers, anyone else at
21 Prosperity?

22 A. Yes.

23 Q. With whom would you talk there?

24 A. Bater Bates; B-a-t-e-s, Bater Bates.

25 Q. And what was Mr. Bates' role at Prosperity

1 Bank, if you know?

2 A. I don't know.

3 Q. Was he the account officer for Goodman
4 Networks, Inc.?

5 A. I think so.

6 Q. Was he the account officer for any other
7 entities with which you were involved?

8 A. Yes.

9 Q. And which entities would those be?

10 A. It would be Genesis Networks Telecom Services.

11 Q. Uh-huh.

12 A. And Endeavor.

13 Q. That's it?

14 A. I think so, yes.

15 Q. All right. And how often would you
16 communicate with Mr. Bates?

17 A. It would be random. Sometimes it would be
18 once a month. You know, others it would be -- you
19 know, it could be several times a month.

20 Q. I think you said you were not involved with
21 opening the account at Prosperity Bank for Goodman. Do
22 you know the purpose -- purposes for which Goodman
23 maintained accounts at Prosperity Bank?

24 A. I do not know.

25 Q. Had you ever heard reference to funds in

1 accounts at Prosperity Bank being restricted to cash?

2 A. Yes.

3 Q. And when did you hear that?

4 A. It would have been last year.

5 Q. When you say "last year," are we talking in
6 the first half of the year, later in the year?

7 A. I can't recall.

8 Q. What's your understanding of the term
9 "restrictive cash"?

10 A. It's for, you know, certain purposes only.

11 Q. So were you aware that certain funds at
12 Prosperity Bank were restricted cash?

13 A. Yes.

14 Q. And which funds were restricted cash? Were
15 there particular accounts, particular funds?

16 A. I don't know.

17 Q. For what purposes were they restricted?

18 A. I don't know. It was Goodman's money.

19 Q. So how, then, did you come to know that funds
20 were restricted cash?

21 A. By talking with Bater.

22 Q. And do you recall anything he told you about
23 the nature of the restrictions?

24 A. No.

25 Q. Did he tell you anything was pledged to

1 support the bonds or that it was security for the
2 bonds?

3 A. Not that I can recall.

4 Q. Did Goodman have any relationships with
5 Prosperity Bank other than bank accounts?

6 A. I don't know.

7 Q. Did Genesis have bank accounts with Prosperity
8 Bank?

9 MR. KLEINSASSER: Objection, form. Eric,
10 can you just clarify what you mean by "Genesis," so
11 we're all clear?

12 MR. SCHAFFER: Sure.

13 Q. Mr. Goodman, you referred to Prosperity Bank
14 providing services for Genesis and Endeavor. Forgive
15 me if I don't have the precise Genesis entity.

16 A. Yes, it would have been, you know, Genesis
17 Telecom.

18 Q. And with that clarification, did Genesis
19 Telecom have any relationships with Prosperity Bank
20 other than maintaining bank accounts?

21 A. What do you mean?

22 Q. Well, did it have any loans, letters of
23 credit, lines of credit? Did it have any other
24 relationships beyond the --

25 A. Yes, it had a loan with Prosperity Bank.

1 Q. Was there also a line of credit?

2 A. There was a line of credit also, yes.

3 Q. Did Bater Bates serve as the account officer
4 for Genesis Telecom in its business as well as in
5 Goodman's business with Prosperity Bank?

6 A. I believe so.

7 Q. Okay. Over the last year, have you had any
8 personal relationship with Prosperity Bank, any
9 accounts, any loans, any other transactions?

10 A. No, not that I can recall.

11 Q. Can you describe the two facilities that
12 Genesis Telecom had with Prosperity Bank, the loan and
13 the line of credit?

14 A. So, yes. One was a loan for the company. It
15 was -- I believe it was an operating account, and then
16 the line of credit, you know, was a note that we made
17 an assumption on.

18 Q. When you say "an assumption," I don't
19 understand what you mean there.

20 A. It was a loan that, you know -- that Bater was
21 able to transfer to Genesis Networks.

22 Q. Transferred? From whom was it transferred --
23 from whom and to whom was it transferred?

24 A. From like Genesis Telecom to Endeavor. I
25 would have to double-check. I can't -- I can't

1 remember, Eric.

2 Q. Okay.

3 A. But there was two notes there, two notes were
4 with Prosperity.

5 Q. All right. And what was the size of the loan?
6 What was the total?

7 A. Yeah. One was \$3 million and the other one
8 was like 1.9 million.

9 Q. Okay. And as of -- as of the first half of
10 2022, do you know approximately how much was
11 outstanding on each of those facilities?

12 A. I'm not sure.

13 Q. Would the totals owed then be around the
14 3 million and the 1.9 million?

15 A. I believe so.

16 Q. Focusing on the \$3 million loan, when were
17 principal and interest payable?

18 A. I'm not sure.

19 Q. Would it be payable -- would there be monthly
20 payments on the loan?

21 A. I'm not sure. I would have to check.

22 Q. On the line of credit, the same questions.
23 When would the loan be payable, when would interest be
24 payable?

25 A. Yeah, I'm not sure. It would, you know,

1 depend on how the bank wanted to structure them.

2 Q. So going back to, I think it was, Exhibit 11
3 that you looked at earlier, there were monthly payments
4 being made to Prosperity, and I think they referenced
5 in Exhibit 11. As I'm pulling it up it refers to the
6 Genesis loan. It looks like there were payments on or
7 about the first of every month.

8 A. That's correct.

9 Q. And the payments were \$26,231.25. Were those
10 payments on the loan, the line of credit, or both?

11 A. I believe it was on the line of credit.

12 Q. Do you know how that number was calculated or
13 what it represented?

14 A. Yes. It was John Goodman's severance from the
15 company.

16 Q. So these are payments on the line of credit.
17 Are you saying the line of credit was taken out for the
18 purpose of funding his severance?

19 A. No.

20 Q. Forgive me. I'm a little confused. Why was
21 Goodman making payments of 26,231 around the first of
22 every month to Prosperity Bank for application against
23 the Genesis line of credit?

24 A. It was John's severance and that's where we
25 delegated the cash went to.

1 Q. When you say "we delegated," is it "we"
2 Genesis or "we" Goodman?

3 A. No. This would have been a Goodman decision.

4 Q. But the line of credit was a Genesis line of
5 credit?

6 A. It was.

7 Q. Why would Genesis have a line of credit to pay
8 your brother's severance from Goodman Networks?

9 A. It wasn't to pay my brother's severance. It
10 was my brother's note, and his severance was just going
11 to pay that down, pay that note down.

12 Q. Okay. I think I follow. So did the 26,000
13 represent just interest or was it amortizing? What
14 went into the 26,000?

15 A. I don't know.

16 Q. Did Genesis grant any kind of liens or
17 security interest to Prosperity Bank to secure the loan
18 or the line of credit?

19 A. What's the question?

20 Q. Genesis had a loan and a line of credit with
21 Prosperity Bank. Were those facilities secured in any
22 fashion?

23 A. I would have to check the note. I'm not sure.

24 Q. Do you or does Genesis have documentation for
25 these facilities?

1 A. We should, yes.

2 Q. All right.

3 MR. SCHAFFER: Matthias, I'm requesting
4 copies of that documentation. Obviously, I'm not going
5 to get it during the deposition, but I would appreciate
6 it if we could get copies of that. If you want to do
7 it under the protective order of course that's
8 satisfactory.

9 MR. KLEINSASSER: Thank you. We will
10 look into that.

11 Q. Okay. Were you individually a guarantor on
12 either of those facilities?

13 A. I'm not sure. I would have to check.

14 Q. Again, if there is any documentation we would
15 ask for that.

16 What did Goodman get in exchange for
17 making these payments to Prosperity Bank to pay down
18 the Genesis line of credit?

19 A. So the company had an obligation to pay a
20 severance and that's all they were doing. They were
21 just paying an individual severance. So the company
22 would have received no, you know, benefit for an
23 obligation they had to pay.

24 Q. When you would communicate with Mr. Bates,
25 would it typically be by phone or by e-mail, by text

1 message, by Signal, or a combination of those?

2 A. No, it would have been by phone call or
3 e-mail.

4 Q. With regard to the monthly payments, I'm
5 looking at the Goodman Networks' schedules, and it
6 appears that monthly payments were made starting
7 September 30, 2021 and up through August 1, and then
8 there was a final payment on August 15. Does that
9 sound right to you?

10 A. Yes.

11 Q. And my understanding is that all of the
12 monthly payments up through August 1 were in the amount
13 of \$26,231.25 that we have seen; is that correct?

14 A. Yes.

15 Q. And my understanding is that there was a final
16 payment or payments on August 15 totaling in excess of
17 \$4 million. Does that sound correct also?

18 A. A payment for what, a \$4 million payment for
19 what?

20 Q. There was a transfer in the Prosperity
21 accounts of Goodman to pay Genesis facilities, to pay
22 one or both of these facilities on August 15.

23 A. I'm not aware of that. To pay the note?

24 Q. To pay down to satisfy the debt.

25 A. I still have the notes at the bank. They are

1 still there.

2 Q. Okay. So prior to just now, you have never
3 heard anything about Prosperity Bank having been paid
4 off on the Genesis loans?

5 A. Paid off, no. We had these notes outstanding.

6 Q. Okay. And approximately how much is
7 outstanding now, to the best of your knowledge?

8 A. I'm not sure. I would have to check.

9 Q. Do you think it's still in the neighborhood of
10 3 million on the one facility and 1.9 on the other?

11 A. It would be close. I would have to see. I
12 would have to check. It could be a little less, but
13 I'm not sure.

14 Q. Somewhere between 4 and 4.9 million, you
15 believe?

16 A. No. What numbers are you saying? You're
17 saying 3 million and 1.9?

18 Q. You had said that the two facilities were
19 3 million and 1.9 and that they are still outstanding.
20 I'm trying to get a ballpark on how much is still owed.

21 A. I'm not sure. I would have to check with the
22 bank.

23 Q. But you believe it would be in excess of
24 4 million still?

25 A. Yes.

1 Q. Okay. What process would the bank follow with
2 regard to the monthly payments of 26,231.25? Would
3 there be any regular communications with you?

4 A. No.

5 Q. Would there be, to your knowledge, any regular
6 communications with anyone at Goodman?

7 A. Not to my knowledge.

8 Q. To your knowledge, is this something that the
9 bank was doing on its own without any specific
10 direction from you?

11 A. No.

12 Q. Let me rephrase. Were you directing the bank
13 with regard to any of the monthly payments?

14 A. No.

15 Q. Forgive me if this seems redundant. You never
16 directed the bank to apply funds in a Goodman account
17 to pay off the loan -- the line of credit; is that
18 correct?

19 A. Not that I recall, no.

20 Q. Did the bank know that payments were coming
21 from the Goodman accounts to pay down the Genesis
22 loans?

23 A. I'm sure they would have seen it. It was
24 electronic payment.

25 Q. And Mr. Bates would know how the Genesis loans

1 were being serviced. Do you agree with that?

2 A. No. I don't know what Bater saw.

3 Q. Did Mr. Bates ever contact you with regard to
4 payments being made out of the Goodman account?

5 A. No. That was John's discretion. It was his
6 severance. John could use that money and however he
7 wanted.

8 Q. So do you know whether John gave any direction
9 for funds to be taken from the Goodman Networks'
10 account and applied to these facilities, to the Genesis
11 facilities?

12 A. I would not know.

13 Q. Okay. To the best of your knowledge, would
14 the bank just move funds from the Goodman account and
15 apply it against the Genesis Telecom account on its
16 own?

17 A. I would not know.

18 Q. Forgive me. I'm going through my notes. If I
19 spend a couple minutes going through this it means I'm
20 getting rid of some of the questions.

21 So you testified that the two facilities
22 are still outstanding. Has the bank accelerated
23 payment on either the loan or the line of credit?

24 A. Not that I'm aware of.

25 Q. Has it made any -- did it ever make a demand

1 for pay off of those two facilities?

2 A. I'm not sure. I would have to check.

3 Q. How would you go about checking?

4 A. I would ask the accounting department and I
5 would contact Bater and ask him if there is an
6 acceleration.

7 Q. Well, you said the accounting department.
8 This is the accounting department for Genesis?

9 A. For Endeavor.

10 Q. For Endeavor. What's the relationship between
11 Endeavor and Genesis?

12 A. There is none. It's a separate company.

13 Q. But did Endeavor assume the obligations on the
14 Genesis loan and the Genesis line of credit?

15 A. I don't know. I would have to go check.

16 Q. Do you think that that would be something
17 documented between the two companies?

18 A. If it happened. I would have to check and
19 see.

20 Q. There again, I would ask your counsel if we
21 could get those documents, that would be appreciated.

22 At any time after May 31, when the notes
23 came due, did you have any concern that UMB, as
24 trustee, who are the collateral agent for the notes,
25 might exercise any remedies against the accounts at

1 Prosperity?

2 A. What's your question?

3 Q. The notes matured on May 31. Once they
4 matured, do you understand that the trustee or the
5 collateral agent for the trustee might exercise
6 remedies to try and collect on the notes?

7 A. I'm not aware of any of that. So, no. I
8 mean, I viewed all assets of Goodman belonged to the
9 bondholders and the creditors.

10 Q. Did you ever have any conversations with
11 Mr. Bates or anyone at Prosperity Bank about remedies
12 that might need to be exercised by the trustee for the
13 notes or by the collateral agent for the notes?

14 A. Not that I can recall.

15 Q. Again, forgive me. I'm trying to figure out
16 which questions I've already asked and I don't need to
17 ask again.

18 A. Okay.

19 Q. Do you still have regular communications with
20 Mr. Bates or anyone at Prosperity Bank with regard to
21 the Genesis facilities?

22 A. Not regularly. Once or twice a month.

23 Q. So you continued to have those conversations
24 once or twice a month going back to August, if not
25 earlier?

1 A. No. I had a conversation, you know, with
2 Bater because he is the officer on our account.

3 Q. And have you talked with him in the last two
4 or three months?

5 A. Yes.

6 Q. Has he ever told you anything about claims of
7 UMB Bank as trustee or claims of the note holders
8 relating to accounts at Prosperity Bank?

9 A. I can't recall.

10 Q. Did he ever tell you that the trustee or the
11 collateral agent -- by the trustee, I mean UMB as the
12 indenture trustee for the notes. Did they ever tell
13 you that the trustee or the collateral agent had
14 exercised their rights with regard to any of the
15 Prosperity Bank accounts' equipment?

16 A. Not that I recall.

17 Q. And you say that he never spoke to you at all
18 about wanting to apply funds in the Prosperity accounts
19 of Goodman to pay off the two Genesis facilities?

20 A. I cannot recall.

21 Q. To the best of your knowledge, you have never
22 had any such conversation with him or anyone at
23 Prosperity?

24 A. I can't remember. I would talk to Bater about
25 our notes.

1 Q. What did he tell you about your notes?

2 A. Just what's remaining, what's owed, our -- you
3 know, our obligation.

4 Q. So has Goodman made any payments since August,
5 to your knowledge?

6 A. I'm not aware.

7 Q. Has Genesis made any payments on these
8 facilities since August?

9 A. I would have to check with our accounting.

10 Q. Do you have -- do you have any understanding?
11 Do you think that payments have been made by Genesis
12 since August?

13 A. I don't know. I would need to check with
14 accounting.

15 Q. There again, I would ask your counsel if you
16 could follow up and check with accounting.

17 I think you said you are not a personal
18 guarantor in any way on the Genesis notes; is that
19 correct?

20 A. I'm not sure.

21 Q. Has Prosperity Bank at any time asked that you
22 or Genesis Telecom or Endeavor indemnify the bank with
23 regard to the Goodman accounts?

24 A. I'm not aware.

25 Q. Was anyone at the bank aware that you had

1 resigned from Goodman as an officer or director
2 informally in December of '21, and then confirming it
3 in writing February 1st of '22?

4 MR. KLEINSASSER: Objection, form.

5 A. I do not know.

6 Q. Did Mr. Bates know that you were no longer
7 associated with Goodman Networks either as an officer
8 or a director?

9 A. I do not know.

10 Q. Did you ever share that information with him?

11 A. Not that I recall.

12 Q. Would you have had any authority to direct
13 payments out of the Prosperity Bank accounts after your
14 resignation?

15 A. No.

16 Q. Would it surprise you to hear that the bank
17 had advised UMB that funds were transferred at the
18 direction of James Elmer Goodman, Jr.?

19 A. Yes.

20 Q. That's because, in fact, you never directed
21 any transfers out of the Goodman Networks accounts at
22 Prosperity Bank?

23 A. I don't recall any.

24 Q. I have no further questions for you. Thank
25 you.

1 EXAMINATION

2 BY MR. LANGLEY:

3 Q. Mr. Goodman, I'm Adam Langley. I'm counsel
4 for FedEx Supply Chain Logistics & Electronics, Inc. I
5 know you are going through the third round of
6 questioning, so thank you for being here. And I'll try
7 to keep it on point.

8 MR. LANGLEY: Will you introduce as
9 Exhibit 14 FedEx's amended subpoena?

10 (Exhibit 14 marked)

11 Q. Mr. Goodman, you understand that FedEx,
12 alongside Mr. Phair's clients, also subpoenaed you
13 today for the deposition and sought documents?

14 A. Yes.

15 MR. LANGLEY: And, Terry, is that
16 available at this point?

17 EXHIBIT TECH: It is.

18 Q. Mr. Goodman, can you pull up Exhibit 14? Do
19 you have it before you?

20 A. I do, yes.

21 Q. Have you been presented with a subpoena that
22 was served upon your counsel?

23 A. Yes.

24 Q. And is there any reason today you cannot
25 testify truthfully and fully in this deposition? To

1 give you an example, like medicine or medical condition
2 or anything along those sorts?

3 A. No. I mean, I've got high blood pressure, but
4 nothing that's stopping me from doing this deposition.

5 Q. No problem. That's just what I ask everybody
6 when we get started, so thank you.

7 Do you know Mr. Anthony Rao?

8 A. I do, yes.

9 Q. And what role did Mr. Rao play at Goodman
10 Networks?

11 A. He was their in-house counsel.

12 Q. Okay. And after he left Goodman Networks,
13 where did he go to work?

14 A. He went to work for UFS.

15 Q. Okay. And UFS, is that Unified Field
16 Services?

17 A. It is, yes.

18 Q. And is that a company that you control?

19 A. It is, yes.

20 Q. And is Mr. Rao continuing to work with UFS
21 today?

22 A. No. He works for Endeavor.

23 Q. And is Endeavor an entity that you do control?

24 MR. KLEINSASSER: Objection.

25 A. Yes.

1 MR. KLEINSASSER: Objection.

2 MR. LANGLEY: Will you introduce
3 Exhibit 15? It's an e-mail from Mr. Rao dated
4 January 4, 2023.

5 Q. You should have it in just a second,
6 Mr. Goodman.

7 EXHIBIT TECH: It's introduced.

8 (Exhibit 15 marked)

9 MR. LANGLEY: Thank you.

10 Q. Mr. Goodman, see if you can pull it up now. I
11 can see it, so hopefully you can, too.

12 A. What exhibit is it?

13 Q. This is Exhibit 15.

14 A. Yes, I see it.

15 Q. I'll represent to you this is an e-mail that
16 we received from Anthony Rao. And I say "we," FedEx
17 and also the trustee's counsel, Mr. Thomas Bergman.
18 And he was responding to our request to identify the
19 board members.

20 Is it your expectation that Mr. Rao would
21 have knowledge of the board members at Goodman Networks
22 while he was there?

23 A. Yes, while he was there.

24 Q. And please look at this e-mail. You should be
25 able to control it. Look at that and see if what he

1 has represented there as the board members through
2 his -- I believe when he left in August of 2021, if
3 that's accurate based upon your recollection as well?

4 A. Yes, this looks correct.

5 Q. Okay. And so based on this document that
6 Mr. Rao provided, it doesn't look like after
7 Mr. Keiffer resigned on September 20, 2020, that any
8 person other than a Goodman last name was acting on the
9 board for Goodman Networks; is that correct?

10 A. Yes.

11 Q. And after August 2021, did anybody other than
12 somebody with the Goodman last name sit on the board of
13 Goodman Networks?

14 A. Yes.

15 Q. Who would that have been?

16 A. Jim Frinzi.

17 Q. Anyone else?

18 A. Not that I can recall.

19 Q. Okay. And do you know when -- let's take that
20 last category, when it says Item 6. Do you recall when
21 Jake Goodman would have resigned?

22 A. It would have been, you know, shortly after he
23 came onto the board. It was not long after -- you
24 know, like Dan Fete, whenever Dan Fete left, I think,
25 you know, Jake left after that.

1 Q. So this indicates that Mr. Fete left in
2 September of 2020, and that Jake was not even a board
3 member at that time. How do you reconcile that?

4 A. I don't.

5 Q. So do you have an understanding of when Jake
6 would have served on the board?

7 A. Well, from this document I would, and that was
8 September 20, 2020.

9 Q. Do you know when he would have ended his term?

10 A. No, I'm not sure.

11 Q. Okay. And what about Jody Goodman? It
12 indicates he became the executive chair sometime around
13 March 22, 2021. Is that -- is that correct with your
14 understanding as well?

15 A. If it's on this document, then yes.

16 Q. And do you know when Jody would have left the
17 board?

18 A. I do not.

19 Q. Do you know the circumstances for why he would
20 have left the board?

21 A. I do not.

22 Q. Okay. And I didn't ask. I apologize to go
23 back, but do you know the circumstances for why Jake
24 left the board?

25 A. Just, you know, the -- he was there for

1 experience and so, you know, it wasn't providing, you
2 know, the support or, you know -- and that's why he
3 would have left. I'm not sure. I would have to go
4 back and check.

5 Q. Okay. And what about Jason Goodman, do you
6 know when he left the board?

7 A. I do not know.

8 Q. Do you know the circumstances why he left the
9 board?

10 A. I do not know.

11 Q. Did Jake serve on any board of any entity that
12 you're affiliated with after he left the board at
13 Goodman Networks?

14 A. He has served on other boards.

15 Q. What entities would those be?

16 A. I'm not sure. I would have to check.

17 Q. Do you have an idea of kind of a network of
18 entities that he would have been a part of?

19 A. No.

20 Q. Are we thinking Genesis?

21 A. Yes. Genesis, yes.

22 Q. What about Endeavor?

23 A. I'm not sure. I would have to check.

24 Q. What about Unified Field Services?

25 A. I'm not sure. I will would have to go check.

1 Q. What about Goodman Investment Holdings?

2 A. I'm not sure. I would have to go check.

3 Q. Okay. What about your brother, John? Does he
4 serve on any of those -- let me correct that.

5 Your brother, John, does he serve in an
6 officer or director capacity for any entity that you
7 control?

8 A. No.

9 Q. What about Jason?

10 A. No.

11 Q. What about Jody?

12 A. No.

13 Q. What about Jonathan?

14 A. No.

15 Q. Let me pull up the interrogatories that were
16 given to FedEx earlier in this case. It was
17 Exhibit 15, so I'm not sure how you have got it marked
18 in the exhibit share. Sorry. That's Exhibit 15 from
19 an earlier thing. Let me know when you -- what exhibit
20 it is.

21 EXHIBIT TECH: Exhibit 16.

22 (Exhibit 16 marked)

23 Q. It was Exhibit 15 at the earlier hearing and
24 Exhibit 16 for this deposition. Sorry it's confusing.
25 You should be able to see that now.

1 A. Yes, I have it.

2 Q. This was, I'll represent to you, a response
3 given by Goodman Networks and GNET ATC in response to
4 FedEx's interrogatories where they asked for
5 identification of the officers and directors of Goodman
6 Networks and GNET ATC. We asked for it separately, but
7 it was provided to us together. So I want to work you
8 through this and get your understanding.

9 Do you have an understanding -- please
10 review it -- whether this is true, to your knowledge,
11 or if there is any discrepancies that you note?

12 A. Okay. Are you waiting on me?

13 Q. Yes. I have asked you to identify whether you
14 believe this is accurate to the best of your knowledge?

15 A. Yeah, I'm not sure. I would have to go verify
16 the dates or get the information from Tony.

17 Q. You think Tony would be the custodian of that
18 information?

19 A. He should be until he left.

20 Q. Who would have been the custodian of that
21 information after he left?

22 A. I don't know.

23 Q. Was anybody custodian of that information
24 after he left?

25 A. I would have to check and see.

1 Q. In your dealings as a board member, did you
2 have any communication with anybody that was a
3 custodian of the company's books and records?

4 A. Tony Rao.

5 Q. After Tony left, who in your capacity as a
6 board director would have -- you would have had
7 communications with that had possession of the books
8 and records of Goodman Networks?

9 A. I'm not sure.

10 Q. Was there anybody else on the board that would
11 have had that knowledge?

12 A. Not that I'm aware of.

13 Q. Based on this document, it seems to indicate
14 that as of September 17, 2021 there was no longer an
15 officer at Goodman Networks or GNET ATC that did not
16 have the last name of Goodman or Frinzi. Is that
17 correct, based on your knowledge?

18 A. That sounds correct, yes.

19 Q. So in September -- at the end of September
20 2021, was Goodman Networks controlled by somebody with
21 the last name Goodman or Frinzi?

22 MR. KLEINSASSER: Objection, form.

23 A. I think the governance, you know, for Goodman
24 was there, but for control there would have been an
25 obligation or, you know, standard process or procedure

1 and, you know, direction from, you know, from whatever
2 outside counsel, you know, Goodman had.

3 Q. At the end of September 2021, who would have
4 been operating in the governance for capacity for
5 Goodman Networks?

6 A. I'm not sure. I would have to check.

7 Q. Who do you believe, based on the information
8 you have today, would have been operating in that
9 capacity?

10 A. I'm not sure.

11 Q. Okay. Were you?

12 A. No. I had a delegated authority from my board
13 seat that I delegated, you know, my -- my position to
14 John Debus and then the CEO or the CFO.

15 Q. In September 2021, who was the CFO?

16 A. It would have been Brad Kozma; is that right?

17 Q. This document suggests that he resigned on
18 September 8th, 2021. Who would have been the CFO after
19 him?

20 A. I'm not sure. I would have to go check.

21 Q. Is it true that Goodman Networks did not have
22 a CFO after September 9, 2021?

23 A. That could be the case or -- I would have to
24 check and see if there was an interim, you know, CFO or
25 an outside independent. I just can't recall right now.

1 Q. Okay. But based on your recollection as a
2 board member of Goodman Networks, you do not know who
3 the CFO was after September 8th, 2021?

4 A. I'm not saying that. I'm saying I would need
5 to go check to see if there was a -- you know, a temp
6 CFO or if someone was, you know, appointed interim CFO.

7 Q. I understand. And if there are documents out
8 there that would refresh your memory, so be it. But
9 sitting here today, you do not know as a board member
10 of Goodman Networks whether there was a CFO after
11 September 8, 2021; is that correct?

12 A. I would have to check and see.

13 Q. It's a yes or no question. Do you know or not
14 know here in this deposition?

15 A. I'm not sure.

16 Q. Again, it's a yes or no question. I would ask
17 that you answer it.

18 A. What's your question?

19 Q. Do you, sitting here today, have knowledge, as
20 a board member of Goodman Networks whether there was a
21 CFO in place after September 8th, 2021?

22 A. So I'm not sure. I don't recall there being a
23 CFO.

24 Q. And is it fair to say, then, that, no, today
25 you don't have knowledge of whether there was a CFO

1 after September 8th, 2021?

2 A. I'm saying I can't recall one.

3 MR. KLEINSASSER: Objection, form.

4 Q. We will move on. What about a controller --
5 there is no controller identified at Goodman Networks
6 on this list. Do you know whether after September 31,
7 2021 whether there was a controller at Goodman
8 Networks?

9 A. Again, I would have to go check and see, to
10 see who was still at the company to see if there was a
11 controller there.

12 Q. Would it be reasonable, based on your
13 knowledge, for there not to have been a controller at
14 that point in time?

15 MR. KLEINSASSER: Objection, form.

16 A. I'm not sure. I didn't operate the company
17 from day to day, so I would have to go and see if there
18 was a controller in place.

19 Q. Sure. So this document identifies
20 James Frinzi started as CEO on October 20, 2021. Do
21 you believe that was correct?

22 A. I would have to check.

23 Q. Do you have any reason to believe it wasn't
24 correct?

25 A. No.

1 Q. Okay. And from looking at this chart, it
2 doesn't look like there was a CFO of -- excuse me -- a
3 CEO of Goodman Networks other than Jason Goodman. Was
4 Jason Goodman operating as the CEO of Goodman Networks?

5 A. I'm not sure. I would have to go back and
6 check.

7 Q. Mr. Goodman, as a board member, I would have
8 an expectation that I would know who my officers are.
9 Is there a reason you can't recall who the officers of
10 Goodman Networks was?

11 MR. KLEINSASSER: Objection, form.

12 A. Yeah, there was a lot of disruption. It's not
13 my primary business. I was the largest investor, and
14 so it wasn't -- it wasn't my primary focus. I mean, it
15 wasn't -- so, yes, there was a lot going on. There was
16 a lot of disruption and a lot of people leaving, you
17 know, a lot of temporary roles that were being -- you
18 know, that people had to fool, you know, at the
19 company. And so, yes, it's hard to remember
20 three years ago or two years ago.

21 Q. And I appreciate that there was disruption, so
22 I appreciate that.

23 Let me ask this then. In a period of
24 disruption like was occurring at Goodman Networks, is
25 that an opportunity for the board to step in and

1 exercise greater control over the entity?

2 MR. KLEINSASSER: Objection, form.

3 A. Before -- I don't understand your question.

4 Q. Did Goodman Networks -- excuse me. Did you,
5 as a board member of Goodman Networks in this period of
6 disruption exercise heightened control over Goodman
7 Networks to assure that it made it through this period
8 of disruption?

9 MR. KLEINSASSER: Objection, form.

10 A. We hired Jim Frinzi for that.

11 Q. So Mr. Frinzi, was that one of his roles,
12 then, to deal with this disruption?

13 MR. KLEINSASSER: Objection, form. I
14 apologize. I couldn't hear you with the objection.

15 A. I can't recall.

16 Q. I believe you testified earlier that -- and
17 correct me if I'm wrong -- but that you hired
18 Mr. Frinzi -- excuse me --that Goodman Networks hired
19 Mr. Frinzi to wind down the company, find new money and
20 then transition the company to an E-commerce basis; is
21 that correct?

22 A. No.

23 MR. KLEINSASSER: Objection, form.

24 A. I originally hired him as a consultant, you
25 know, to help go and find new investors, which he did,

1 talked to other companies about, you know,
2 transitioning, you know, the company, you know, from
3 AT&T into E-commerce. And once he successfully did
4 that, then that's whenever he then became CEO of the
5 company.

6 Q. Okay. And was Goodman Networks operating in
7 the E-commerce business in 2021?

8 A. I believe so, yes.

9 Q. Okay. When did Goodman Networks stop
10 operating in the E-commerce business?

11 A. Whenever they sold the -- whenever they sold
12 the Amazon business.

13 Q. Okay. And who was that Amazon business sold
14 to?

15 A. UFS.

16 Q. Again, that's Unified Field Services that you
17 control; is that correct?

18 A. Yes.

19 MR. KLEINSASSER: Objection, form.

20 A. Yes, that's correct.

21 Q. And did that sale occur in June of 2021?

22 A. I'm not sure. I would have to go back and
23 look. I would have to go back and look.

24 Q. Does that sound correct to you?

25 A. I just can't remember.

1 MR. KLEINSASSER: Objection, form.

2 A. I'm sorry. I can't remember the dates.

3 Q. I understand. And did the sale of UFS occur
4 before Mr. Frinzi was hired?

5 A. I can't recall.

6 Q. Do you know who would have that type of
7 knowledge about the entity, Goodman Networks?

8 A. Tony should have it. Tony Rao should, you
9 know, have this information. The company should have
10 this information, yes.

11 Q. And when you say "the company," it's a little
12 difficult because a company typically has custodians
13 and persons acting for that company. Who would you say
14 is the persons at the company that would be when you
15 identify the company? That's a little bit convoluted.
16 I apologize.

17 A. Okay. It would be the trustee, the trustee of
18 the company.

19 Q. "The trustee" being who?

20 A. Whoever the court appointed trustee of Goodman
21 Networks.

22 Q. Sure. So you are saying the bankruptcy
23 trustee would be the person today?

24 A. Sure. He should have that information or he
25 could go find that information from the company.

1 Q. Okay. And from August of 2021, when Mr. Rao
2 left, through September of 2021, when this involuntary
3 position -- in 2022, when the involuntary petition was
4 filed, who would have been the custodians?

5 A. Jim Frinzi.

6 Q. Okay. Anybody other than Jim Frinzi?

7 A. I'm not sure.

8 Q. Okay. So if you were going to look for
9 documents, who would you have contacted?

10 MR. KLEINSASSER: Objection, form.

11 A. Today or --

12 Q. I'm sorry. In the same context, between
13 August of 2021 and September of 2022, who would you
14 have contacted to find governance documents for Goodman
15 Networks?

16 A. If Tony Rao was still there I would have
17 contacted him. If he was already gone, then, you know,
18 Goodman's IT would have been able to find those
19 documents and provide them to whoever requested them.

20 Q. And after Mr. Frinzi resigned, do you have
21 knowledge of who would have had custody of any books
22 and records in Goodman Networks?

23 A. I do not.

24 Q. What role does MBE Group, that I believe you
25 and your brothers are shareholders or members of, play

1 in the governance of Goodman Networks?

2 A. None for shareholders, shareholders.

3 Q. Has Goodman MBE Group -- I understand there is
4 two entities, but can we refer to them as just one,
5 this MBE Group here?

6 A. Yes.

7 Q. What directions or governance has MBE Group
8 exercised in the year 2022?

9 MR. KLEINSASSER: Objection, form.

10 A. I'm sorry. Ask that question again.

11 Q. Sure. Has MBE Group given any directions to
12 Goodman Networks during 2022?

13 MR. KLEINSASSER: Objection, form.

14 A. I'm not sure. I would have to go check.

15 Q. Have you participated in any decision-making
16 at MBE Group regarding any governance action at Goodman
17 Networks?

18 A. It would have to go back and check because the
19 MBE Group does have rights. I would just have to check
20 and see what those rights are.

21 MR. KLEINSASSER: Adam, I need to take a
22 break soon. I'm not trying to interrupt you. How much
23 longer do you think you have with this line of
24 questioning?

25 MR. LANGLEY: If you need a break I'm

1 happy to give you a break right now. We can jump off
2 for -- what do you need, five minutes?

3 MR. KLEINSASSER: Five minutes is fine.

4 THE VIDEOGRAPHER: Off the record at
5 4:32 p.m.

6 (Recess from 4:32 p.m. to 4:40 p.m.)

7 THE VIDEOGRAPHER: We're on the record at
8 4:40 p.m.

9 MR. LANGLEY: Thank you.

10 Q. (BY MR. LANGLEY) Mr. Goodman, on December 23,
11 2020 I understand that the company received written
12 notice of the termination of the AT&T and DirecTV
13 contract. Is that correct based on your understanding?

14 A. It sounds correct. I would have to look at
15 the document to be sure.

16 Q. Okay. Let's do that.

17 MR. LANGLEY: Terry, if you can, I've got
18 Bates No. Goodman_0002739. It's the 2020 Goodman
19 Networks financial statements. What exhibit are we at,
20 17? It's 17.

21 EXHIBIT TECH: Exhibit 17 has been
22 published.

23 MR. LANGLEY: Thank you.

24 (Exhibit 17 marked)

25 Q. Are you able to see that?

1 A. I'm pulling it up now. Exhibit 17?

2 Q. Yes, it should be the financial statements for
3 the year 2020.

4 A. Okay. I have it.

5 Q. Okay. And do you -- you can look at it just
6 previously. Do you recognize these as the Goodman
7 Networks financial statements for December 31, 2020?

8 A. I don't recall them, but it looks correct.

9 Q. Okay. Would you turn to Page 17 of the
10 financial statements? It's Note 2 once you get to
11 Page 17.

12 A. I'm there.

13 Q. It talks about a going concern. Can you read
14 that first sentence after Note 2, "Going Concern."

15 A. Yes, "Going Concern." "On December the 23rd,
16 2020, the company received written notice of
17 termination of contract for major customer AT&T to
18 DirecTV, which represents approximately 84 to
19 94 percent of the company's revenue. For continuing
20 operation of the years ended December 31, 2020 and
21 2019, respectively, as a result this contract will
22 terminate on January 1st, 2022."

23 Q. You can stop there. Is that correct based on
24 your knowledge?

25 A. It looks correct.

1 Q. And at this time of December 23, 2020, were
2 you the holder of 25 million in face value preferred
3 shares of stock in Goodman Networks?

4 A. I'm not sure. I would have to go and check.

5 Q. Does that sound correct to you?

6 A. It does.

7 Q. And on December 23, 2020 were you the holder
8 of at least 40 million of face value bonds in Goodman
9 Networks?

10 A. It sounds correct.

11 Q. And when there is a going concern like this
12 that the business not -- may not be able to continue as
13 a preferred shareholder and bondholder, were you
14 concerned whether there was payment of those
15 obligations?

16 A. I was.

17 Q. What steps did you take regarding the
18 preferred shares to try to monetize those?

19 MR. KLEINSASSER: Objection, form.

20 A. Probably none. I didn't take any steps.

21 Q. Okay. Have you taken any steps since
22 December 23, 2020, to monetize those preferred shares?

23 A. Not --

24 MR. KLEINSASSER: Objection, form.

25 A. Not directly. Not until someone contacted me

1 interested in buying them.

2 Q. And who was that?

3 A. Good Lord, I don't know. Can you pull up that
4 document? I can't find -- the purchaser of the
5 proposed shares.

6 Q. Is that -- let me see if I can recollect to
7 answer your question. Is that 18920?

8 A. Yes, that's correct.

9 Q. And so that occurred in early '22, correct?

10 A. Yes.

11 Q. Okay.

12 MR. LANGLEY: Terry, can you publish as
13 Exhibit 18 Goodman 000530?

14 Q. You should be able to see Exhibit 18 there
15 now.

16 A. Let me refresh. Yes, I see it.

17 (Exhibit 18 marked)

18 Q. Do you recognize this document?

19 A. I do.

20 Q. What is it?

21 A. It's a purchase -- a repurchase of shares of
22 common stock.

23 Q. And who wrote this letter?

24 A. I'm not sure.

25 Q. Again, you're welcome to look at it, the

1 signature line, whatever else you need to, to state if
2 you know who wrote this letter.

3 A. I'm not sure what law firm wrote it or if, you
4 know, Tony put it together and went to outside counsel.
5 I'm not sure who wrote it.

6 Q. Whose signature is on this letter?

7 A. It's mine.

8 Q. Is that a true signature of yours?

9 A. It doesn't look like it, but it could be. It
10 could be.

11 Q. Okay. Do you believe this is a forged
12 signature?

13 A. No. No.

14 Q. Do you believe that you directed the signature
15 be put on this letter?

16 A. Yes.

17 Q. Is it fair to characterize this as a letter
18 from you?

19 A. No, it would not be.

20 Q. Who would this be a letter from?

21 A. From Goodman -- I'm assuming it would have
22 been from Goodman's legal counsel.

23 Q. Can you explain that because the signature
24 line says, "Very truly yours, Genesis Networks
25 Enterprises, LLC," signed by James Goodman, chief

1 executive officer.

2 So how, given that signature line, does
3 it come from Goodman's legal counsel?

4 A. Because this is Goodman wanting to buy, you
5 know, preferred shares, so it would have come from
6 Goodman.

7 Q. Okay. Who at Goodman would have directed this
8 letter to be written?

9 A. I'm not sure.

10 Q. On September 15, 2021, we already went through
11 the org charts provided by Mr. Rao and under oath from
12 Goodman Networks, and it didn't appear that there was
13 anybody at the company as an officer or director other
14 than you or another Goodman. Is that true?

15 A. I would have to look at the document again.

16 Q. Who is the "Dear Mr. Goodman" this letter is
17 directed to?

18 A. It would be me.

19 Q. So you were addressing a letter to you from
20 you?

21 A. No, I did not draft this letter.

22 Q. Mr. Goodman, this is your signature on this
23 letter. We have already been through that, correct?

24 A. Yes.

25 Q. So it is your testimony, then, that you signed

1 letters that are not from you?

2 MR. KLEINSASSER: Objection, form.

3 A. I'm not saying that. You're asking me who
4 drafted this letter and it has my signature on the
5 bottom. I'm telling you I don't know who drafted this.
6 This looks like it came from Goodman or Goodman's
7 outside counsel, and I'm telling you that's my
8 signature on the bottom.

9 Q. Okay. And to be clear, we may have had some
10 miscommunication. I'm not asking for who drafted this
11 letter. I'm asking who sent this letter. Who is this
12 letter on behalf?

13 A. It's on behalf of Goodman Networks.

14 Q. So your testimony today is that Goodman
15 Networks sent Goodman Networks a letter to repurchase
16 the shares that you owned individually?

17 A. If I'm reading this correctly, that's not how
18 it's drafted. It's drafted from Goodman Networks to
19 Mr. Goodman, you know, about purchasing the preferred
20 shares and with my signature on the bottom.

21 Q. Is this letter from Genesis -- a Genesis
22 entity?

23 A. Is this letter from a Genesis entity?

24 Q. Yes.

25 A. No, not that I'm aware of.

1 Q. Why is the signature line identified Genesis
2 Networks Enterprises, LLC as the entity?

3 A. That's how all legal documents are typically
4 drafted, both the buyer and the seller or the
5 two entities that are going to go into a binding
6 agreement.

7 Q. Did this get executed?

8 A. I don't recall. I would have to go and see if
9 Goodman's signature is on it and, you know, if there
10 was a transfer. But it's over two years ago. I would
11 have to go back and verify it.

12 Q. Mr. Goodman, the purchase price it identifies
13 in Paragraph 1 is \$25 million. Do you see that?

14 A. I need to pull it back up. Where are you
15 referring me to?

16 Q. In the paragraph marked with the numeral one
17 it says, "Repurchase of repurchased shares purchase
18 price," and then it identifies in the body a
19 \$25 million purchase price. Do you see that?

20 A. Yes.

21 Q. Is it your testimony today that you can't
22 recall whether a \$25 million repurchase of preferred
23 shares occurred or didn't occur?

24 MR. KLEINSASSER: Objection, form.

25 A. Yeah, that's correct. I mean, it would be on

1 Goodman's balance sheet. This is not anything that I
2 would have tried to -- I mean -- you know, we would
3 need to look at Goodman's records. We would have to
4 look at their cap table to see if they were transferred
5 and then go back and look at their financials and see
6 if there was, you know, a transfer made.

7 Q. Is \$25 million, in your opinion, material to
8 you?

9 MR. KLEINSASSER: Objection, form.

10 A. I think it's -- yes, it would be material to
11 me.

12 Q. Is it material to Genesis Networks
13 Enterprises?

14 MR. KLEINSASSER: Objection, form.

15 A. Yeah, sure, if this transaction occurred.

16 Q. In your opinion, is it material to Goodman
17 Networks?

18 MR. KLEINSASSER: Objection, form.

19 A. Yeah, it would have been material to Goodman.

20 Q. Who would have knowledge, then, whether this
21 deal was executed to your clients?

22 A. I mean, if Tony Rao was still there Tony would
23 know. And, you know, any -- or any counsel that
24 drafted this document, they would know. And then, you
25 know, this would have shown up on -- this would have

1 shown up on a -- you know, on a financial statement, on
2 Goodman's financial statement. So, you know, the -- we
3 could go back and look at those as well.

4 Q. Okay. It says on the top in the signature
5 line who it's addressed to, "Attention
6 Madison Goodman." Who is Madison Goodman?

7 A. She's my niece.

8 Q. Okay. Who is she the daughter of?

9 A. Jody.

10 Q. And what role does she play at Goodman
11 Networks?

12 A. She was in-house counsel with Tony Rao.

13 Q. Okay. We went through earlier and Tony
14 resigned in August of 2021. Would Madison have been
15 the custodian after Mr. Rao's resignation?

16 A. Maybe. I would have to go back and check.

17 Q. You testified earlier that you were approached
18 by the 18920 entity, and that was the first time that
19 you considered selling your share to preferred stock.
20 When I say "yours," I understand you and your
21 affiliated companies.

22 This is dated September 15, 2021 and it
23 has your signature on it. Is it true that this was an
24 earlier consideration of selling preferred stocks?

25 MR. KLEINSASSER: Objection, form.

1 A. I think this is a -- I'm not sure. You know,
2 this is a -- you know, this could just be a proposal to
3 the company, you know, to see if -- you know, if the
4 company has an interest in it. I would have to go back
5 and look at the context and what's behind this and if
6 it was even a transaction. You know, it could have
7 been just a discussion.

8 Q. Okay. Is a company that has a going concern
9 from its auditors, RSM, as we saw in the financial
10 statements, should it be re-buy at face value,
11 preferred stock?

12 MR. KLEINSASSER: Objection, form.

13 A. I'm not the officer or the CFO of the company.
14 I -- I wouldn't be able to make that decision.

15 Q. Okay. What about -- is this the type of
16 discussion that would be made by the board of Goodman
17 Networks?

18 A. It would be if they wanted -- you know, if it
19 was purchased or if it was a serious consideration.

20 Q. Was this proposal ever made to the board of
21 Goodman Networks?

22 A. I do not know.

23 Q. What basis did you do to investigate this
24 purchase?

25 MR. KLEINSASSER: Objection, form.

1 A. Well, do you know that it's a purchase?

2 Q. Mr. Goodman, I'm asking the questions here.

3 This is a document that I have been provided by Goodman
4 Networks.

5 A. So I don't know if that's a purchase, so I
6 can't answer that question.

7 Q. Okay. And so it's your testimony that a
8 letter that's dated repurchase of shares of common
9 stock would not be a purchase? Is that your testimony?

10 A. That's correct.

11 MR. KLEINSASSER: Objection, form.

12 A. It's a purchase whenever both parties sign the
13 document.

14 Q. Okay. That's fair. So is this a proposed
15 purchase by Goodman Networks from Genesis Networks
16 Enterprises?

17 MR. KLEINSASSER: Objection, form.

18 A. I don't know.

19 Q. You don't know?

20 A. No, I don't know who drafted this document and
21 who sent it over or who provided it.

22 Q. If that's your testimony that you don't have
23 any knowledge of the \$25 million proposal to purchase
24 the preferred shares over an entity that you control,
25 we will move on.

1 MR. KLEINSASSER: Object to the sidebar,
2 obviously.

3 Q. On -- we went back and you identified that you
4 had over \$40 million in face value of bonds in Goodman
5 Networks as of December 2020, correct?

6 MR. KLEINSASSER: Object to form.

7 A. I cannot recall.

8 Q. Okay. I believe that was your testimony
9 earlier. Do you still hold -- or you or affiliates of
10 you hold those bonds today?

11 A. No.

12 Q. What happened to those bonds?

13 A. They were purchased.

14 Q. Who were they purchased by?

15 A. The bonds?

16 Q. Yes.

17 A. They were purchased by -- I can't recall the
18 name of the company. The document that was presented
19 earlier.

20 Q. Were any of those bonds exchanged in the
21 transfer for Unified Field Services obtaining assets
22 from Goodman Networks?

23 MR. KLEINSASSER: Objection, form.

24 A. What's your question?

25 Q. Sure. Were any of the bonds that you or your

1 affiliates held exchanged as consideration for the
2 purchase of assets of Goodman Networks to Unified Field
3 Services?

4 A. Yes.

5 MR. KLEINSASSER: Objection, form.

6 Q. Do you -- was that -- excuse me. Strike that.

7 Was the amount -- the face value amount
8 of that 10 million in bonds?

9 A. It was.

10 Q. Was any other consideration given?

11 MR. KLEINSASSER: Objection, form.

12 A. I cannot recall.

13 Q. Okay. Would you dispute that no other
14 consideration was given?

15 MR. KLEINSASSER: Objection, form.

16 A. You would have to check with the company.

17 Q. Okay. But if we went and looked at the asset
18 purchase agreement and it said that only an exchange of
19 debt was made, you wouldn't dispute that, correct?

20 MR. KLEINSASSER: Objection, form.

21 A. If that's what's on the document. I would
22 have to see it.

23 Q. Okay. So you have no knowledge outside of the
24 document itself?

25 MR. KLEINSASSER: Objection, form.

1 A. I can't recall. It was over two years ago.

2 Q. Okay. And then the remainder of the bonds,
3 did they all go to this transaction that we discussed
4 earlier with Mr. Phair about Alliance Texas Holdings,
5 LLC, which I believe was testified as an entity treated
6 to the Auerbachs?

7 MR. KLEINSASSER: Objection, form.

8 A. I believe.

9 Q. Okay. And are you aware that at the same time
10 that those bonds were -- let me strike that.

11 Are you aware of what the source of funds
12 was for the purchase of the bonds by Alliance Texas
13 Holdings, LLC?

14 A. I was not.

15 Q. Would you dispute that the source of the funds
16 for that purchase came from Goodman Networks?

17 MR. KLEINSASSER: Objection, form.

18 A. I do not know.

19 Q. Would you dispute that?

20 A. I don't --

21 MR. KLEINSASSER: Objection.

22 A. I can't respond because I don't know.

23 Q. Based on the information that you have in this
24 deposition, would you dispute that?

25 MR. KLEINSASSER: Objection, form. Stop

1 asking the same question, Adam. Move on.

2 A. I don't know. I don't manage their money. I
3 don't know where their money came from.

4 Q. So your testimony, then, just to clarify --

5 MR. LANGLEY: And, Matthias, I understand
6 you don't want to have repeat questions. I just want
7 to make sure we understand correctly.

8 Q. You don't have knowledge in this deposition on
9 the source of funds that was used to acquire the bonds
10 from you or your affiliates; is that correct?

11 MR. KLEINSASSER: Objection, form. Hold
12 on a second. I'm sorry. Adam, I'm going to have to
13 have you ask it again.

14 James, let's slow down a little bit
15 because my objections are, you know, conflicting with
16 what you're saying.

17 So, Adam, do you mind repeating your
18 question?

19 MR. LANGLEY: Sure.

20 Q. So -- and I apologize if I'm repeating. There
21 is a lot of moving parts, Mr. Goodman, and you and I
22 are both trying to figure out this as we go.

23 Is it your testimony that you do not know
24 the source of funds that was used to purchase over
25 \$30 million in bonds from you and your affiliates?

1 A. That's correct.

2 MR. KLEINSASSER: Objection, form.

3 Q. Who would know that source of funds?

4 A. The Auerbachs.

5 Q. The Auerbachs. Do you think anybody that was
6 an agent of you or your affiliates would know that?

7 A. No.

8 Q. What about your counsel?

9 A. No.

10 Q. What about anybody acting on your behalf?

11 A. Not that I can think of, no.

12 Q. Okay.

13 MR. LANGLEY: Terry, can you publish
14 Exhibit 9, or -- excuse me. It's Hudson Document 12.
15 So it's a Bates No. Hudson_12. This will be
16 Exhibit 19.

17 (Exhibit 19 marked)

18 Q. Can you see it, Mr. Goodman?

19 A. Yes.

20 Q. Let's see if I can get there, too. Have you
21 ever seen this document?

22 A. No.

23 Q. I'll represent to you that this was a document
24 we obtained from Hudson Clean Energy related to a FedEx
25 subpoena and this was part of a closing binder of

1 documents that we received from them.

2 It appeared to be in the possession of
3 both your counsel and of Hudson Clean Energy's counsel
4 and Texas -- I apologize -- Alliance Texas Holdings
5 Inc., and I'll represent that. Do you have any reason
6 to believe that your counsel was not in possession of
7 this flow of funds?

8 A. No.

9 Q. Okay. Looking at those flow of funds, who
10 paid the \$17 million worth of consideration?

11 A. I don't know.

12 Q. Who is GNI?

13 A. I do not know.

14 Q. Have you ever heard those initials used to
15 reference any of the Goodman entities?

16 A. No, not GNI.

17 Q. Okay. Have you ever heard GNI used to
18 reference Goodman Networks, Incorporated?

19 A. No. Typically, it was always just Genesis --
20 or Goodman Networks.

21 Q. Terry, will you publish what is the series of
22 Prosperity Bank statements for the account 4352? The
23 first Bates number is FedEx 075484.

24 (Exhibit 20 marked)

25 Q. This is Exhibit 20.

1 A. Okay.

2 Q. Mr. Goodman, are you familiar with the
3 Prosperity Bank account that ends in digits 4352 and
4 styled Goodman Networks, Inc., control disbursement
5 account?

6 A. No.

7 Q. And I'll represent to you that I have looked
8 through this series of documents. You're welcome to as
9 well. It looks to appear that there is a series of
10 regular transactions with the FedEx Supply Chain
11 incoming wire transfers or ACH deposits. Are you
12 familiar with ACH deposits occurring regularly from
13 FedEx Supply Chain?

14 MR. KLEINSASSER: Objection, form.

15 A. No.

16 Q. Are you familiar with the master services
17 agreement that was entered into by a Genesis entity and
18 a predecessor to FedEx Supply Chain?

19 MR. KLEINSASSER: Objection, form.

20 A. Yes.

21 Q. Okay. And is that the agreement that FedEx
22 Supply Chain was operating on when Genesis transferred
23 their business to Goodman Networks?

24 MR. KLEINSASSER: Objection, form.

25 A. I do not know that.

1 Q. Did a master service agreement with FedEx
2 Supply Chain get transferred from Genesis ATC to
3 Goodman Networks?

4 MR. KLEINSASSER: Objection, form.

5 A. I do not know. I don't know if FedEx drafted
6 a new agreement once they were notified and accepted
7 the transfer or -- I'm not sure what their protocol
8 was.

9 Q. Okay. Do you know who would have had signing
10 authority on this Prosperity Bank account?

11 A. I do not know.

12 Q. In October of 2021, we already looked -- there
13 were no other officers other than James Frinzi at that
14 time. And you have already represented there were no
15 other board members except for Goodman last named
16 individuals. Who would have had signing authority for
17 this account?

18 MR. KLEINSASSER: Objection, form.

19 A. I'm not sure. I would have to go back and
20 check.

21 Q. Would you be surprised if you had signing
22 authority for these accounts?

23 MR. KLEINSASSER: Objection, form.

24 A. No, I wouldn't be surprised.

25 Q. Would you be surprised that Mr. Frinzi had

1 signing authority for these accounts?

2 A. No, I would not.

3 Q. Let's go to -- go down to the -- what is the
4 February 28, '22 statement. It's going to be probably
5 the fifth or sixth document in this packet. I think
6 it's the sixth document.

7 A. For February?

8 Q. Yes, for February.

9 A. Yes, I have it.

10 Q. Do you see on the line item that's dated
11 February 3rd, 2022, under other debits that there is a
12 \$17,032,060 dollar amount for a transfer of the Hudson
13 Clean Energy Enterprises?

14 A. February 3; is that right? Is that the one
15 I'm looking for?

16 Q. Yes.

17 A. Yes. Yes, I have seen this.

18 Q. Okay. And if you need to, write that number
19 down so because we're going to go to different
20 documents.

21 A. Okay.

22 Q. Do you have any knowledge of what that \$17
23 million transfer was for Hudson Clean Energy?

24 A. I do not.

25 Q. Let's go back to Exhibit 19. Are you there?

1 A. I'm getting there right now. Okay.

2 Q. Look at the top dollar cash amount in this
3 flow of funds. Does that match what we just saw on
4 that bank statement?

5 A. It does.

6 Q. Okay it. Is that 17 million that we see in
7 this flow of funds, do you believe that to be the same
8 17 million that came from the Goodman Networks' bank
9 account?

10 MR. KLEINSASSER: Objection, form.

11 A. I don't know.

12 Q. Okay. It identifies an account name that was
13 the recipient of that 17 million. Who was the named
14 entity for that account that received the 17 million?

15 A. The account name is Citizens Commercial.

16 Q. Look below that. I think that's the bank
17 name. What is the account name just below that?

18 A. Hudson Clean Energy Enterprises.

19 Q. If you need to, you can go back to Exhibit 20.
20 Was that the same entity that was identified in the
21 bank statements of the Prosperity Bank account ending
22 in 4352?

23 A. Yes.

24 Q. Do you have any reason to dispute that this
25 same dollar amount, same entity, was the transfer we

1 just saw from Goodman Networks?

2 MR. KLEINSASSER: Objection, form.

3 A. Yes, it could be.

4 Q. Okay. And who are the beneficiaries of that
5 \$17 million? Based on this flow of funds it doesn't
6 state Hudson Clean Energy. Can you identify who
7 received that 17 million?

8 MR. KLEINSASSER: Objection, form.

9 A. Well, I can go to step two and, you know, read
10 what's on step two.

11 Q. Okay, sure. Who received those funds?

12 A. There was -- I don't know what the Alliance
13 agent for 10,570,912.

14 Q. Okay. And who was the account name that those
15 10 million 570 was to flow to?

16 A. It was Goodman Investment Holdings.

17 Q. Okay. And that's the Goodman Investment
18 Holdings that you control, correct?

19 A. Yes.

20 MR. KLEINSASSER: Objection, form.

21 Q. Moving to the next number, there is a 561,000
22 and change number. Who was the beneficiary of that
23 transfer?

24 A. To Alliance agent, Auerbach Partners.

25 Q. Again, there is an account named there, and it

1 says Genesis Global Services. Who is Genesis Global
2 Services?

3 A. Genesis Global Services, one of the Genesis
4 companies.

5 Q. And is that, again, an entity that you
6 control?

7 A. It is, yes.

8 Q. And the last one -- it's completely blacked
9 out. But there is a \$5.9 million dollar and change
10 transfer. It says Auerbach Partners?

11 A. Yes.

12 Q. Do you know who that is?

13 A. Just by name.

14 Q. Okay. Is that an entity you control?

15 A. No.

16 Q. Okay. So based on what we have seen here, is
17 it fair to say, then, that both Goodman Investment
18 Holdings and Genesis received over \$11 million from
19 Goodman Networks related to the sale of these bonds?

20 A. No.

21 MR. KLEINSASSER: Objection, form.

22 A. No.

23 Q. Why not?

24 MR. KLEINSASSER: Objection, form.

25 A. Because who purchased my bonds came from

1 Shalom Auerbach, or whatever the name of his company
2 was.

3 Q. So you're disputing at the time this
4 transaction occurred that you had no beneficial
5 interest through Goodman Investment Holdings for that
6 \$10.5 million shown on this flow of funds?

7 MR. KLEINSASSER: Objection, form.

8 A. I had a benefit from it. But I'm disputing
9 where the money came from.

10 Q. Okay. So you do dispute that Goodman Networks
11 paid Hudson Clean Energy the 17 million?

12 MR. KLEINSASSER: Objection, form.

13 A. I'm sorry.

14 Q. You do dispute that Hudson -- excuse me --
15 that Goodman Networks paid Hudson Clean Energy that 17
16 million and change?

17 MR. KLEINSASSER: Objection, form.

18 A. I'm not disputing it. I'm just reading what's
19 on the piece of paper. I don't know what the flow of
20 funds --

21 Q. Okay.

22 A. Because it doesn't say what dates are on this.
23 It could have been a week later, it could have been a
24 month later. I don't know what the dates are on this.

25 Q. Okay. Who would have that knowledge, either

1 you or one of one of your affiliates?

2 MR. KLEINSASSER: Objection, form.

3 A. Whoever provided you this document should have
4 that information.

5 Q. That's not my question. Who at -- who among
6 you and your agents or your affiliates had knowledge on
7 this transaction?

8 MR. KLEINSASSER: Objection, form.

9 A. The bank would have had knowledge of this,
10 whoever sent the money, the Auerbachs, or the name of
11 their entity would have that information. Texas
12 Partner Bank would have the information whenever they
13 received that money.

14 Q. Is there anybody at Goodman Investments, LLC
15 that was responsible for this transaction?

16 A. No.

17 Q. No? I apologize. I may have misheard you.

18 A. You said was there anybody at Goodman
19 Investment Holdings that is responsible for making this
20 payment? Is that what you're asking me?

21 Q. Who had oversight at Goodman Investment
22 Holdings for this transaction?

23 A. Nobody. Nobody at Goodman Investment. This
24 would have been through Auerbachs' company who had
25 control of disbursing the money.

1 Q. And here it seems to indicate that \$10.5
2 million went to the Goodman Investment Holdings, LLC.
3 Who at Goodman Investment Holdings, LLC would have had
4 knowledge or responsibility related to that receipt of
5 funds?

6 A. The bank. After the deposit was made I would
7 have been -- I would have had visibility to it.

8 Q. Okay. Who would have negotiated the documents
9 that led to the receipt of these \$10.5 million in
10 bonds?

11 MR. KLEINSASSER: Objection, form.

12 A. My attorney.

13 Q. Who is your attorney?

14 A. It was Winstead.

15 Q. Winstead had possession of the deal documents
16 related to this receipt of \$10.5 million?

17 A. Yes.

18 Q. And, Matthias, I don't know if you have turned
19 this over because we haven't gone through the documents
20 we received last night. Are these documents that you
21 have turned over to either us or the trustee?

22 MR. KLEINSASSER: Are you asking me if
23 this is in there?

24 Q. Yes, I'm asking if have you turned in the
25 documents that relate to this transaction that

1 apparently you controlled on behalf of Mr. Goodman.

2 MR. KLEINSASSER: Look, I don't know what
3 transactions -- I was involved in. So I don't know if
4 we turned over documents related to the transaction or
5 not. I don't recall turning over this particular
6 document. I have never seen this before.

7 MR. LANGLEY: Can I ask you on behalf of
8 Winstead and James Goodman and to the extent that you
9 also represented Goodman Investment Holdings or Genesis
10 Global Services that y'all do a review of the documents
11 that you have in your possession and turn over any
12 documents related to these transactions or identified
13 in this flow of funds?

14 MR. KLEINSASSER: I'll look into this.
15 I'm noting your request obviously on the record. And
16 let me look internally and I'll see what I can run
17 down.

18 Q. Mr. Goodman, is it fair to characterize, then,
19 that at the time of December 2020 when there was a
20 going concern that was identified by the RSM auditors
21 for Goodman Networks, you held over \$60 million in face
22 value in either preferred shares or bonds of Goodman
23 Networks?

24 MR. KLEINSASSER: Objection, form.

25 A. I don't recall the amount.

1 Q. Is that a fair characterization that it was
2 over -- let's say 50 million in face value?

3 A. I don't recall.

4 Q. Do you hold any of those bonds today?

5 A. Not that I'm aware of.

6 Q. Do you hold any of those preferred shares
7 today?

8 A. Not that I'm aware of.

9 Q. Did you or your affiliates receive any
10 consideration for those preferred shares?

11 MR. KLEINSASSER: Objection, form.

12 A. Yes, from the company Auerbach owned and that
13 other company who purchased the shares.

14 Q. And did any of that consideration come from
15 Goodman Networks?

16 A. No.

17 Q. Did you receive consideration for the bonds
18 that you held in December 2020?

19 MR. KLEINSASSER: Objection, form.

20 Q. I'll ask you a better question. The bonds
21 that you held in December 2020, that you no longer
22 hold, did you or your affiliates receive consideration
23 for those bonds?

24 MR. KLEINSASSER: Objection, form.

25 A. What do you mean by consideration.

1 Q. Did you receive any money or other proceeds?

2 A. Just what all the bond holders received and
3 that was the -- you know, whatever payment Goodman made
4 to all of those bondholders then we would receive
5 payment like the other bondholders.

6 Q. No, I'm not talking about -- I'm talking about
7 in the transaction that appears to have gone through
8 this Alliance agent of Hudson Clean Energy Enterprises.
9 Was that offered to -- let me strike that.

10 Was the offer that occurred with the
11 Auerbachs and Hudson Clean Energy, was that offer made
12 to all bondholders?

13 A. It could have been. I don't know. They could
14 have went and bought anybody's bonds and preferred
15 shares.

16 Q. Okay. But you have zero bonds outstanding
17 today, correct?

18 A. I'm not sure. I would have to check.

19 Q. Do you have any bonds outstanding today?

20 A. Not that I'm aware of. I just have to check.

21 Q. And are there bonds outstanding at Goodman
22 Networks?

23 A. There are.

24 Q. So how could this have been a pro rate
25 distribution to all creditors -- if you're paid in full

1 but others are not?

2 MR. KLEINSASSER: Objection, form.

3 A. It's open to the public. The bond holders buy
4 and share bonds every single day.

5 Q. Is the source of funds usually Goodman
6 Networks for those purchases?

7 A. I don't know.

8 MR. KLEINSASSER: Objection, form.

9 Q. I would like to go back to Exhibit 20. Let's
10 go back to that February transaction we were looking at
11 for the 17 million. Do you remember the date of that
12 transaction?

13 A. What date?

14 Q. I believe it was February 3, 2022. Do you see
15 that?

16 A. Yes, I do.

17 Q. How many days after your written resignation
18 from Goodman Networks board was this transaction made?

19 MR. KLEINSASSER: Objection, form.

20 A. From my written, it was two days later.

21 Q. Okay. Did your written resignation have
22 anything to do with this transaction?

23 A. No.

24 Q. You indicated that you gave a verbal
25 resignation from the Goodman Networks board, correct.

1 A. Yes.

2 Q. When was that made?

3 A. December 2021.

4 Q. Who was it made to?

5 A. It was made to Jim Frinzi.

6 Q. Why as a board member would you give notice of
7 your resignation to Jim Frinzi?

8 A. Because he would have been the remaining, you
9 know, board member and CEO of the company.

10 Q. Did you give any notice to any person or the
11 entity in MBE Group?

12 A. No.

13 Q. Did Mr. Frinzi memorialize your resignation in
14 December 2021?

15 MR. KLEINSASSER: Objection, form.

16 A. Not that I'm aware of, no.

17 Q. Why after you gave a verbal resignation did
18 you feel obligated to give a written resignation in
19 February of 2022?

20 MR. KLEINSASSER: Objection, form.

21 A. Because I kept asking, you know, Goodman's
22 counsel and Jim if they could draft a document and send
23 it to me and, you know, they didn't do it. So I just
24 stayed after them until I got the document.

25 Q. Okay. Who at Goodman Networks had knowledge

1 of this \$17 million transfer on February 3rd?

2 A. I don't know.

3 Q. Who as an officer or director was left at
4 Goodman Networks that could have knowledge of this
5 transaction on February 3, 2022?

6 A. Jim Frinzi.

7 Q. Anyone else?

8 A. Not that I'm aware of.

9 Q. Are you aware of any communications as a
10 member of the Goodman MBE related to this \$17 million
11 transfer?

12 A. No.

13 Q. Let's go back a month and look at the January
14 transfers.

15 A. Okay.

16 Q. Do you see under other debits that there is a
17 series of six different transfers to American Metals
18 Recovery & Recycling?

19 A. Yes, I see that.

20 Q. And do you know -- I believe it's your
21 testimony you believe that Mr. Frinzi is associated
22 with American Metals Recycling -- Recovery & Recycling;
23 is that correct?

24 A. AMRR is -- what's your question?

25 Q. Is this entity American Metals Recovery &

1 Recycling the AMRR entity that we have been talking
2 about?

3 A. I believe so. I'm not sure.

4 Q. Okay. And we just looked at the prior month
5 and we said that only Jim Frinzi was an officer or
6 director that had control over that account and could
7 have made that transfer.

8 Who in January of 2022 could have made
9 these transfers to AMRR?

10 A. I do not know.

11 Q. You have not given your written resignation.
12 Did you give any communications regarding these AMRR
13 transfers?

14 A. I did not.

15 Q. Did you direct any actions related to these
16 AMRR transfers?

17 A. I did not.

18 Q. Did you have any knowledge of these AMRR
19 transfers?

20 A. I did not.

21 Q. Did you communicate with Mr. Frinzi about
22 these AMRR transfers?

23 A. No.

24 Q. Did he communicate with you regarding these
25 transfers?

1 A. No.

2 Q. So in the month of January, 2022, you took no
3 action related to these transfers?

4 A. I wasn't aware --

5 MR. KLEINSASSER: Objection, form.

6 Q. In January of 2022, did you have any knowledge
7 of these transfers?

8 A. No.

9 MR. KLEINSASSER: Objection, form.

10 Q. Does anyone that is an agent or affiliate of
11 you have knowledge of these transactions?

12 A. No.

13 Q. Are you familiar with an entity called
14 OnePath?

15 A. Yes.

16 Q. What is OnePath?

17 A. It was a -- it was a company Jim was talking
18 to, you know, about partnering with them.

19 Q. Did any Genesis entity acquire any assets from
20 OnePath?

21 A. Yes.

22 Q. What entity?

23 A. Genesis Telecom.

24 Q. Does Genesis Telecom still own those assets?

25 A. No.

1 Q. Who owns those assets?

2 A. Endeavor.

3 Q. Endeavor owns those assets?

4 A. Yes.

5 Q. You said Mr. Frinzi was discussing OnePath and
6 acquiring the assets. Does that relate to the assets
7 Endeavor owns it?

8 MR. KLEINSASSER: Objection, form.

9 A. No. No, the assets that we received from
10 OnePath, they gave it away. There was no monetary
11 payment. It was a part of their business that they
12 were no longer interested in.

13 Q. Okay. And so you gave -- and I used
14 consideration as money or other proceeds. I said you.
15 But Genesis Telecom gave no consideration to OnePath
16 for those assets?

17 MR. KLEINSASSER: Objection, form.

18 A. The consideration would have been the
19 employees. That would have been the only
20 consideration.

21 Q. Okay. Are you aware that AMRR acquired
22 significant business assets from OnePath?

23 A. Yes, I am.

24 Q. When did you become aware of that?

25 A. You know, I can't recall. It was in 2022.

1 Q. Okay. Would it have been in February of 2022?

2 A. I can't recall.

3 Q. Terry, will you publish the website that is
4 the AMRR notice? This would be document 21.

5 (Exhibit 21 marked)

6 A. I have it.

7 Q. Okay. And you can look at this. Have you
8 ever seen this press release?

9 A. I have not, no.

10 Q. Would you have had knowledge of this
11 transaction within a month of February 4, 2022?

12 A. I cannot recall.

13 Q. Okay. You indicated that you did have
14 knowledge of AMRR acquiring OnePath assets. When --
15 give me an estimate, but when did you have that
16 knowledge?

17 A. I did not have that knowledge. I said I knew
18 of OnePath and that Jim was talking to them.

19 Q. When did you have knowledge that AMRR had
20 acquired assets for OnePath, if you can give me an
21 estimate?

22 A. I can't remember. I would have to go look. I
23 can't remember when.

24 Q. Okay. I'll represent to you that FedEx has
25 knowledge that those assets of OnePath were acquired

1 for \$40.5 million from AMRR, and that's based on the
2 public records that AMRR releases through the SEC. Do
3 you have any reason to dispute that OnePath received
4 \$40.5 million from AMRR?

5 A. No.

6 Q. Do you have any reason -- do you know what the
7 source of that \$40.5 million was?

8 A. I do not know.

9 Q. Do you believe it was the funds that were
10 transferred out of that Prosperity Bank account that we
11 just looked at that totaled up to be 44 million?

12 A. I do not know.

13 Q. Is it your testimony, then, that a Genesis
14 entity received OnePath assets for no consideration and
15 that AMRR paid \$40.5 million for other OnePath assets?

16 MR. KLEINSASSER: Objection, form.

17 A. Yeah, it was two years prior.

18 Q. That is your testimony, correct?

19 A. What was your question, again?

20 Q. I think we have already got it. I won't ask
21 you repeat it.

22 Do you have any knowledge today whether
23 AMRR still owes these OnePath --

24 A. I do not know.

25 Q. Do you know if any of your brothers have

1 knowledge regarding that?

2 A. I do not know.

3 Q. Have you negotiated with AMRR related to the
4 \$44 million that was transferred to them?

5 A. No.

6 Q. Have any of your brothers?

7 A. Not that I'm aware of.

8 Q. Hold on one second. I may be done. Let me
9 confer.

10 Can you ask how much time we have taken
11 at this point?

12 THE VIDEOGRAPHER: I need to go off the
13 record to do that.

14 Q. I have got a couple questions and I think I
15 will be finished, Mr. Goodman. We have seen an e-mail
16 that you have used that has a domain server of Genesis
17 net.com. Are you familiar with that domain server?

18 A. Yes.

19 Q. Who is in control of that domain server?

20 A. Microsoft.

21 Q. That's probably very fair. Who at -- who owns
22 that domain, I guess, would be a better question?

23 A. It would be Genesis Networks.

24 Q. And does Genesis Networks have access to
25 whatever is on that server?

1 A. We should, yes.

2 Q. Okay. When you say Genesis networks, do you
3 know the specific entity that would be who you are
4 referring to?

5 A. I mean, I would initially refer to it as
6 Genesis Networks Enterprises as GNE. That's who I
7 would refer to it.

8 Q. And so you believe Genesis Networks
9 Enterprises would have control and possession of that
10 server, whether it's at Microsoft or somewhere else?

11 A. Yes.

12 Q. And then you identified a Jennifer that
13 received a written resignation. Do you know to who
14 that Jennifer was?

15 A. It was a Goodman attorney. I think Jennifer
16 Clands. I would have to go and, you know -- just look
17 it up.

18 Q. Do you know if it was an in-house counsel?

19 A. I don't believe so. I believe she was outside
20 counsel.

21 Q. Do you know what law firm?

22 A. Clands, C-L-A-N-D-S.

23 Q. Okay. That's a law firm name.

24 MR. KLEINSASSER: I'll just tell you it's
25 commonly referred to as Schumacher. Clands is the

1 abbreviation on the e-mail. It's an abbreviation. But
2 it's Jennifer Lee at Connolly Schumacher.

3 Q. Okay. Just another follow-up question. Do
4 you know who as outside counsel would have the
5 corporate records for Goodman Networks?

6 A. I don't know. I would have to ask Tony.

7 Q. Who would have been -- just to give me a
8 range, in late 2021, like third, fourth quarter 2021,
9 end of 2022, who would have been outside counsel for
10 Goodman Networks? I know there is a lot of entities
11 floating around.

12 A. There is -- you know, Goodman used three
13 different firms. So I don't know. I would have to go
14 back and look at them. I know they used three
15 different, you know, firms. Jennifer, you know, was
16 another one and then there was Stephanie in Dallas
17 also. There was another firm. I just don't know the
18 dates on them.

19 Q. Okay. That's fair. And who would be those
20 three firms.

21 A. I can't recall. I would recognize it if I had
22 the document. But I just -- I can't recall it.

23 Q. Okay. Is Haynes and Boone one of those?

24 A. No.

25 Q. Alston & Bird?

1 A. Yes.

2 Q. Winstead?

3 A. Not for Goodman, no.

4 Q. Okay. And Jennifer Lee's firm was one of
5 those three as well?

6 A. I believe so, yes.

7 Q. Okay. So at least we know Alston and her firm
8 were two of those three. Okay. With that, I think
9 we're done with our questions and we will pass to
10 either ARRIS or the trustee. Thank you, Mr. Goodman.

11 MR. RUKAVINA: Mr. Goodman and Matthias,
12 let's take a break. Now, before we start, though, it's
13 been a long day, Mr. Goodman. We can finish it up
14 today or if you are willing to come back fairly
15 quickly, we can finalize it. You decide.

16 A. Let's do it.

17 Q. Let's take five.

18 THE VIDEOGRAPHER: Off the record at
19 5:35 p.m.

20 (Recess from 5:35 p.m. to 5:42 p.m.)

21 THE VIDEOGRAPHER: On the record at
22 5:42 p.m.

23 EXAMINATION

24 BY MR. SULLIVAN:

25 Q. Good afternoon, Mr. Goodman. My name is Ryan

1 Sullivan. I'm counsel for ARRIS. How are you doing?

2 A. Good.

3 Q. I just wanted to clarify a couple things. So
4 I believe you testified earlier that you were president
5 of Goodman Networks incorporated in 2001; is that
6 right?

7 A. I don't recall.

8 Q. Okay. Goodman Networks, Incorporated is also
9 known as Goodman Solutions; is that right?

10 A. Yes, that's correct.

11 Q. So if I talk about Goodman Solutions you will
12 understand what I'm talking about, Goodman Networks,
13 Incorporated?

14 A. Yes.

15 Q. I believe you also testified that you were the
16 interim CEO, a non-officer in the third and fourth
17 quarter of 2022; is that right?

18 A. Yes.

19 Q. And then you resigned from the board of
20 directors of Goodman Solutions verbally in December of
21 2021; is that right?

22 A. Yes.

23 Q. And then you resigned in writing in February
24 2022?

25 A. Yes.

1 Q. And that as a board member you had no role in
2 Goodman Solutions operation; is that right?

3 A. Yes.

4 Q. Mr. Goodman, you are also a defendant in the
5 state court lawsuit brought by ARRIS; is that right.

6 A. Yes.

7 Q. In that lawsuit do you recall receiving
8 interrogatories from ARRIS?

9 A. Probably, yes.

10 Q. Let me clarify. Those are written questions
11 that are to be responded to in writing. Do you recall
12 that?

13 A. I don't recall that. I would have to go look
14 at it. I'm sure y'all sent it.

15 Q. Okay. I'm not going to use the exhibit -- I'm
16 going to share with you what we will mark as Exhibit
17 22.

18 MR. KLEINSASSER: Ryan, real quick, I'm
19 sorry, I just got dropped out of this for some reason
20 and I had to log back in. How long have we been going?

21 MR. SULLIVAN: How long have we been
22 going?

23 MR. KLEINSASSER: Yeah.

24 MR. SULLIVAN: 30 seconds.

25 MR. KLEINSASSER: Let me just make sure

1 that my co-counsel was on.

2 MR. RUKAVINA: There were questions
3 asked, but none of substance.

4 MR. SULLIVAN: Clarifying prior
5 testimony.

6 MR. KLEINSASSER: Okay. Go ahead, Ryan.

7 (Exhibit 22 marked)

8 Q. I'm sharing on my screen what we will mark as
9 Exhibit 22. Do you see this on your screen, Mr.
10 Goodman?

11 A. I do.

12 Q. And do you see that these are the -- first
13 off, that this is dated March 28, 2022?

14 A. Yes.

15 Q. The top corner. And as we go down, these are
16 your objections and answers to the interrogatories from
17 ARRIS in the state court lawsuit?

18 A. Okay.

19 Q. Do you see that?

20 A. I do.

21 Q. And it's signed by your counsel,
22 Mr. Kleinsasser, who is here defending your deposition.
23 Do you see that?

24 A. I do.

25 Q. Okay. Let's go down to Interrogatory No. 2

1 where you are asked to specify your past and current
2 positions at Goodman Solutions, including the dates
3 which you held -- are you following along with me, sir?

4 A. Yes.

5 Q. And your answer is that you had been a member
6 of Goodman Solutions board of directors since June 24,
7 2019 to the present. Again, this is March 28, 2022.
8 And that you've been executive chairman since February
9 14, 2020. Do you see that?

10 A. I do.

11 Q. And that you were chief executive officer from
12 September 10, 2020 through March 22, 2021. Do you see
13 that?

14 A. I do.

15 Q. And that you were a consultant for the company
16 from since before January 1st, 2019 through June 23,
17 2019. Do you see that?

18 A. I do.

19 Q. Okay. Did you review these answers before
20 your counsel served them?

21 A. I'm sure I probably, you know, had to provide
22 the answers.

23 Q. Okay. So when were you on the board of
24 directors? Was it through March of 2022 or until
25 December of 2021?

1 A. You know, if we could go back to that exhibit
2 that showed the dates of the board members, I think we
3 could, you know, clarify this.

4 Q. So you would rely on that exhibit then?

5 A. Yes, yes.

6 Q. Okay. I also see there is no mention of you
7 serving as a consultant after 2019. Do you see that?

8 A. I do.

9 Q. Okay. So when we asked you about this in
10 state court you didn't mention any consulting work in
11 2021.

12 A. It would have just been an oversight on my
13 part.

14 Q. Okay. What consulting work did you perform in
15 2021?

16 A. For who?

17 Q. For Goodman Solutions.

18 A. It would have been, you know, advisement,
19 helping them find money, trying to find strategic
20 partnerships. It could have been a lot of different
21 stuff.

22 Q. Can you give me examples of things you did?

23 A. Went and talked to investors. Went and talked
24 to ARRIS about doing a joint venture. It would have
25 been, you know, talking to other potential investors.

1 That would have been an example of it.

2 Q. Okay. I have no further questions. Thanks
3 very much.

4 EXAMINATION

5 BY MR. RUKAVINA:

6 Q. Mr. Goodman, good afternoon. Can you hear me?

7 A. Yes.

8 Q. My name is Davor Rukavina. I represent the
9 bankruptcy trustee. Do you know who the bankruptcy
10 trustee is?

11 A. I do not.

12 Q. His name is Scott Seidel. Are you aware that
13 an involuntary position was filed against Goodman, the
14 debtor, on or about September the 6th, 2022?

15 A. Yes.

16 Q. How did you come to learn of that?

17 A. The subpoena. I can't remember exactly how.
18 Probably once I got the subpoena that -- but I don't
19 recall the exact day or --

20 Q. Was it shortly after September the 6th, do you
21 know?

22 A. I don't know. I can't remember.

23 Q. Mr. Frinzi hadn't discussed the involuntary
24 filing with you before he got the subpoena?

25 A. No.

1 Q. John Goodman hadn't discussed it with you?

2 A. No.

3 Q. Okay. Did you ever discuss with anyone,
4 including counsel for the debtor, whether Goodman
5 should fight the involuntary petition?

6 A. I don't recall.

7 Q. You never had a conversation with Mr. Frinzi
8 as to how Goodman, the alleged debtor, ought to
9 respond?

10 A. I can't respond. I don't remember if I had a
11 conversation with him about it or not.

12 Q. Okay. Do you have any memory that Mr. Frinzi
13 was of the opinion that the company should admit to
14 being bankrupt?

15 A. Ask your question again.

16 Q. Sure. Do you remember ever having a
17 conversation in which Mr. Frinzi suggested that the
18 company should go ahead and admit to being bankrupt and
19 move to convert to Chapter 11?

20 A. No, I don't remember a conversation like that.

21 Q. Did you ever have a conversation before
22 September 2022 with Mr. Frinzi about whether the
23 company should file a Chapter 11, the company being
24 Goodman?

25 A. Not with Jim, no.

1 Q. No -- okay. Did you ever have a discussion
2 with him about whether Goodman should file a lawsuit
3 against AT&T related to the termination?

4 A. I could have, yes.

5 Q. What do you remember about that conversation,
6 if anything?

7 A. I'm speculating, but it was, you know, AT&T
8 offered us where we could keep the contract if we
9 contributed, you know, another \$8 million. So of
10 course I said yes, you know, that we would do that.
11 And then AT&T began talking with Mostech, and then
12 they, you know, arbitrarily withdrew the offer and I
13 thought that AT&T was obligated at that point that all
14 I had to do was provide the additional \$8 million and
15 we would have kept the contract. So it would have been
16 around that, you know, that discussion.

17 Q. Did that discussion include the potential of
18 the company filing a Chapter 11 to avoid the
19 termination by AT&T?

20 A. Not that I recall.

21 Q. Okay. Did you ultimately decide not to pursue
22 a lawsuit against AT&T?

23 A. No. I'm still considering it. AT&T told us
24 if we told Goodman Networks that if they reduced their
25 debt, brought in new equity that they would give them

1 new business and more business and that's what I did.
2 I brought in, you know, the new equity. I was able to
3 reduce their debt and then consult and talk with AT&T
4 for Goodman to keep the contract, which they initially
5 said yes, and then just, you know, arbitrarily withdrew
6 the offer.

7 Q. What new equity did you bring in that you are
8 referring to, sir?

9 A. No, AT&T asked if we would bring in eight
10 additional million dollars to support the company so I
11 was going to bring in the additional \$8 million.

12 Q. And you referenced also that AT&T asked you to
13 reduce the company's debt and that you did. What were
14 you referring to, sir?

15 A. The bond debt, buying the bonds.

16 Q. Now, if memory serves, you bought the bonds
17 for 35 cents on the dollar?

18 A. I can't remember what the number was.

19 Q. Okay. Do you recall that the copy eventually
20 paid more to buy or redeem the bonds -- do you recall,
21 sir, the company --

22 THE REPORTER: Wait, it cut out.

23 Q. Let me start again. Do you recall that the
24 company paid about \$17 million to purchase or retire
25 those bonds, whatever the correct terminology is?

1 A. I don't know that. I --

2 Q. Let me ask you this. Did you personally or
3 any family members of yours or any company members that
4 you control make any profit from Goodman's purchase or
5 retirement of those bonds?

6 A. My bonds were purchased from the Auerbach
7 company, not from Goodman Networks.

8 Q. We might get back to that, then. Let's go
9 back to the circumstances surrounding the involuntary.

10 After the involuntary was filed and you
11 learned about it, did you discuss with any of your
12 brothers how the company should respond to the
13 involuntary position?

14 A. Yeah. I could have discussed it with my
15 brother, John Goodman.

16 Q. What do you recall discussing with him?

17 A. Just, you know, the -- you know, just trying
18 to understand what happened and then, you know, what's
19 the Goodman attorney doing, you know, what's their
20 response. I mean, it just would have been high level,
21 nothing strategic or -- so it would have been around
22 that.

23 Q. Did anyone ask you for your view as to whether
24 the company should fight the involuntary?

25 A. No.

1 Q. Did you ever volunteer your view?

2 A. I could have, yes.

3 Q. And what do you remember about volunteering,
4 if anything?

5 A. That, you know, the -- the -- the petition
6 should be a Chapter 11 because there is assets, enough
7 assets, you know, to pay the bondholders at a market
8 rate, you know, not at par value and then a -- you
9 know, a way for the OEMs to, you know, to get their
10 money. But, again, not anything strategic. Just high
11 level.

12 Q. So what is your understanding as to why the
13 company didn't try to convert the involuntary to a
14 voluntary Chapter 11, if any?

15 A. I can't recall. I would have to check with
16 the Goodman attorney.

17 Q. Who would that be, in your mind?

18 A. David Parham.

19 Q. Parham. Okay. David Parham.

20 Did you discuss with John Goodman or Mr.
21 Frinzi or David Parham that the company shouldn't be in
22 bankruptcy because the trustee would be looking at
23 insider transactions?

24 A. No. No.

25 Q. Did you have any such concern in your own

1 head?

2 A. None whatsoever.

3 Q. Are you familiar with a gentleman named
4 Russell Nelms?

5 A. I am not, no.

6 THE REPORTER: Was that Russell Nimms? I
7 couldn't hear.

8 MR. RUKAVINA: Nelms, N-E-L-M-S. Am I
9 speaking too softly because usually I'm accused of
10 yelling.

11 Q. Do you recall being presented a resolution for
12 a shareholder consent appointing Mr. Nelms as a
13 director?

14 A. Well, who is he first?

15 Q. Well, sir, do you recall at some point in time
16 in December being approached about the company
17 appointing a so-called independent director?

18 A. God, you know what, I think there was
19 something that was sent to the -- you know the MBE
20 Group asking if we could, you know, assign him, you
21 know, as a trustee. I would have to go back and look
22 at the exact -- there was something that was sent out.

23 Q. Do you remember, sir, on December 12th, of
24 last year signing a document appointing Russell Nelms
25 as the sole independent director of the company?

1 A. Was that through the MBE Group?

2 Q. Sir, I don't have it in front of me. But this
3 was only some six week weeks ago. I just want to know
4 what you remember.

5 A. I could have. I don't know.

6 Q. Did you ever talk to Mr. Nelms in any
7 capacity?

8 A. No.

9 Q. Okay. Now, are you aware that the company
10 reportedly hired John Goodman or his company as a
11 consultant?

12 A. No. I knew that John, you know, stepped back
13 in or, you know, was going to try to help the company,
14 you know, find a trustee or find somebody that could
15 represent the company.

16 Q. Did you participate in any way in John
17 stepping in to fill that role, like discuss it with him
18 or any of your siblings?

19 A. No, not that I recall.

20 Q. Do you know whose idea it was that John come
21 back in and try to help the company?

22 A. I don't, but it was a good idea. John is very
23 business astute and he could help the company.

24 Q. Okay. Did you know that the company
25 purportedly paid a nonrefundable \$450,000 consulting to

1 John and his company?

2 A. No.

3 Q. Okay. Did anyone ever tell you that before I
4 did just now?

5 A. No.

6 Q. Okay. When you --

7 THE REPORTER: You froze up there.

8 MR. RUKAVINA: Where did you lose me,
9 Donna?

10 THE REPORTER: You froze.

11 MR. RUKAVINA: Okay. Please let me talk
12 for a moment.

13 THE REPORTER: You're freezing.

14 MR. RUKAVINA: I don't -- I see everyone
15 and hear everyone perfect. Where did you lose me,
16 Donna?

17 THE REPORTER: In the middle of that
18 question.

19 MR. RUKAVINA: Okay.

20 Q. I think my question was, did you know about
21 the \$450,0000 payment at any time prior to today?

22 A. No.

23 Q. Okay. Did anyone seek your consent in any way
24 with respect to that payment?

25 A. Not that I recall.

1 Q. Okay. Who was in charge, to your
2 understanding, of Goodman Networks in October and
3 November 2022?

4 A. Jim Frinzi.

5 Q. Okay. Do you remember Mr. Frinzi -- strike
6 that.

7 To your knowledge, did Mr. Frinzi resign
8 or was he fired?

9 A. I don't recall. I think there was, you know,
10 the -- you know, the discussion to terminate him, but I
11 don't remember.

12 Q. Okay. Do you remember approximately when he
13 was terminated or was no longer a director or officer?

14 A. I don't.

15 Q. Okay. After he left or was removed, do you
16 have an understanding whether anyone assumed the
17 directorship or management of the debtor? You do know
18 who the -- what the debtor is when I say that, by the
19 way?

20 A. Goodman Networks?

21 Q. Yes, sir. Do you know when Mr. Frinzi was no
22 longer there and before John Goodman came onboard who
23 was in charge?

24 A. I -- we had a discussion and, you know, I
25 talked to one of my brothers if they would be

1 interested in doing it because, you know, we, you know,
2 couldn't find anybody else and, you know -- but none of
3 them felt that, you know, they were the right person
4 for the job, so there was discussions going on.

5 Q. Did those discussions include whether you guys
6 should appoint a new director or directors?

7 A. You know, the discussion probably, you know,
8 was going back with the attorney to ask for their
9 advice on what -- you know, what should be done.

10 Q. Which attorney?

11 A. I'm sorry.

12 Q. Which attorney, Mr. Goodman?

13 A. I -- I can't recall. I would have to go back
14 and go check.

15 Q. A bankruptcy attorney?

16 A. It could be. You know, Goodman had, you know,
17 multiple ones, so --

18 Q. Did anyone suggest to you that you might want
19 to become a director again?

20 A. No.

21 Q. Okay. Do you understand that the company now
22 wants to convert this case to a Chapter 11?

23 A. Yes.

24 Q. Okay. Do you have an opinion on whether
25 that's in the best interest of the company?

1 A. I do.

2 Q. What is your opinion?

3 A. That it should be converted to a Chapter 11.

4 Q. Why?

5 A. Because it has the assets to pay the
6 bondholders and a plan to repay the OEMs.

7 Q. What assets does it have to repay the
8 bondholders?

9 A. It has cash, you know, the money at Prosperity
10 Bank and then the money at AIG.

11 Q. Okay. Ballpark those sums for me to the best
12 of your recollection.

13 A. 8 million, \$9 million.

14 Q. Okay. And what's the plan to repay back the
15 OEMs that you just referenced?

16 A. I'm not sure. I would need to, you know,
17 either talk to the trustee or the Goodman attorney.

18 Q. Are you aware that Mr. Parham, David Parham,
19 represents the debtor right now?

20 A. Yes.

21 Q. Who, to your understanding, is giving him
22 instructions on behalf of --

23 A. Today?

24 Q. Yes, on behalf of the debtor. Who today is
25 instructing Mr. Parham on behalf of the debtor?

1 A. I'm not sure. The trustee, you.

2 Q. Were you aware that Mr. Nelms resigned his
3 role as independent director?

4 A. Yes.

5 Q. Okay. You were given any reason by anyone
6 other than your personal lawyer why that was?

7 A. No.

8 Q. Are you aware of who William -- sometimes he
9 goes by Bill Schneider -- is?

10 A. Just the name.

11 Q. What do you know about the name?

12 A. That he was hired as the new representative
13 for Goodman.

14 Q. Okay. What do you mean -- or what's your
15 understanding of "representative"?

16 A. You know, I don't know if he's -- you know, if
17 he's an officer or the -- you know, or the corporate
18 rep, you know, for the company. I'm not sure what his
19 official title is.

20 Q. Do you know --

21 MR. KLEINSASSER: Davor, real quick,
22 Dave Parham just texted me and said he lost his
23 connection. I want to make sure Andrea or someone is
24 still on from Akerman.

25 MR. RUKAVINA: Akerman, anyone?

1 THE VIDEOGRAPHER: I do not see
2 Ms. Andrea on,

3 MR. RUKAVINA: I see Andrea. She's
4 right -- she's here.

5 THE VIDEOGRAPHER: Oh, I stand corrected.
6 She's here.

7 MR. RUKAVINA: Andrea, do you want us to
8 pause or are you capable of defending Akerman in the
9 debtor's interests?

10 I'm not hearing anything.

11 I feel very uncomfortable asking you
12 questions, sir, without the company's lawyer there.

13 Matthias, what do you want to do?

14 MR. KLEINSASSER: Yeah, I mean, I'm
15 trying to e-mail Dave and ask if he wants to -- us to
16 go off the record while he -- he tries to get back on.
17 I think we should probably just do that. At least --
18 whatever you're comfortable with at the end of the day,
19 but I think that makes sense.

20 MR. RUKAVINA: I misunderstood. Take a
21 little break you think? Is that what you're saying?

22 MR. KLEINSASSER: Probably, especially if
23 you don't feel comfortable asking your questions.

24 MR. RUKAVINA: No, I don't feel
25 comfortable asking questions when the guy's lawyer or

1 the company's lawyer is off. So why don't we just
2 group in five and see what happens.

3 THE VIDEOGRAPHER: We are off the record
4 at 6:07 p.m.

5 (Recess from 6:07 p.m. to 6:10 p.m.)

6 THE VIDEOGRAPHER: We are on the record
7 at 6:10 p.m.

8 Q. (BY MR. RUKAVINA) Mr. Goodman, do you know
9 whether Mr. Parham's firm is being paid for its current
10 services?

11 A. I do not know.

12 Q. Do you know whether there is an agreement to
13 pay his firm for its current services from any source?

14 A. There should be.

15 Q. Okay. I believe you mentioned that you noted
16 there's a plan to try to pay back the OEM creditors,
17 but you didn't know what that plan is. Did I get that
18 correct?

19 A. No, I don't know if there's an official plan.
20 I was -- the plan I was referring to was just my
21 opinion, my thoughts.

22 Q. Okay. And I guess that since you didn't know
23 that John Goodman's company had been hired as a
24 consultant, you wouldn't be able to tell me what he was
25 hired to be a consultant for. Am I correct in that

1 assumption?

2 A. Well, to help the company, I'm sure, but I
3 don't know the terms of his agreement.

4 Q. Do you have any understanding of how it came
5 to be that John Goodman last year was purportedly hired
6 as a consultant by the company?

7 A. I do not know.

8 Q. I'm going to ask a question that
9 Mr. Kleinsasser might have a problem with, so your
10 answer needs to be limited to a yes or no. Do you
11 know, sir, whether you or anyone on your behalf has
12 sent any letter to a carrier of a directors and
13 officers policy of Goodman Networks?

14 A. Not that I'm aware of.

15 Q. Okay. You had some answers earlier about your
16 communications with Mr. Frinzi, and I believe you
17 referenced some program called Signal. Did I get that
18 correctly?

19 A. Yes, that's correct.

20 Q. What is -- explain to me what -- what Signal
21 is to your understanding.

22 A. It's a video and texting app.

23 Q. Okay. Was there any particular reason why you
24 used this with Mr. Frinzi?

25 A. No, no particular reason.

1 Q. Okay. Do you use it for other business
2 purposes with other officers or business relations of
3 yours?

4 A. I use it for other relationships and other
5 accounts, yes.

6 Q. And I believe you mentioned that it was
7 encrypted, or did I hear a lawyer say that? Is that
8 correct?

9 A. A lawyer said that.

10 Q. Okay. Do you -- did you have an understanding
11 of whether it's encrypted?

12 A. My comment was they're all encrypted, you
13 know, even your text messages are encrypted.

14 Q. Okay. And I believe I understood you to say
15 that either you had set this Signal up to auto delete
16 or that it automatically auto deleted. Can you -- can
17 you refresh my memory or elaborate?

18 A. No. What I said is that I have it set it up
19 for auto delete. But I do that for all of my, you
20 know, text messages or messages just because I get too
21 many.

22 Q. Okay. So let me understand. And I'm only
23 asking about the debtor now. I'm not trying to go into
24 your other business. As the director of the debtor why
25 would you not want to preserve your communications with

1 its chief executive officer?

2 A. It was preserved by e-mail.

3 Q. I'm talking about just the Signal
4 communications now, sir. Why would you not want those
5 preserved?

6 A. Well, I don't know if there was any
7 communication, you know, about the company on that --
8 on the Signal account.

9 Q. Okay. Did you always -- strike that.
10 How did you decide whether to communicate
11 with Mr. Frinzi by e-mail or text? How did you decide,
12 or was it just ad hoc?

13 MR. KLEINSASSER: Hey, Davor, you broke
14 up. Would you mind repeating that?

15 MR. RUKAVINA: Sure. Can you hear me,
16 Matthias?

17 MR. KLEINSASSER: Yeah, you're good now.
18 We just lost part of it.

19 Q. So my question to you, Mr. Goodman, is --
20 maybe it's a two-part question, which is, how did you
21 decide when talking to Mr. Frinzi to use either e-mail,
22 text or Signal if it was even a conscious decision?

23 A. Typically it's not a conscious decision, just
24 whatever is most convenient.

25 Q. Okay. Did you ever communicate with

1 Mr. Frinzi by Signal, doing so knowing that that
2 communication could not be retrieved in the future?

3 A. I think they all can be retrieved. But, no,
4 that was not the intent.

5 Q. And, forgive me, I'm a little younger than
6 you, but older than most of the people here. How do
7 you think that Signal can be retrieved?

8 A. It goes on a server just like your AT&T and
9 Verizon messages. They're stored for seven years, I
10 think is what they're required to -- to keep.

11 Q. Did you try to retrieve any of those Signal
12 messages in response to any of the subpoenas for today?

13 A. I looked on my phone, if I had any, so that I
14 could screen shot them and send them, but I didn't have
15 any.

16 Q. Same question for text messages. Did you try
17 to retrieve any of those?

18 A. I looked on my phone for any text messages,
19 but there wasn't any.

20 Q. Did you ever write to Mr. Frinzi by text or
21 Signal to ensure that the messages were being deleted
22 on his end?

23 A. Not that I recall.

24 Q. Okay. Do you recall Mr. Frinzi, whether he
25 ever wrote to you asking the same question basically,

1 "James, make sure that these aren't being preserved"?

2 A. Not that I recall, No.

3 Q. So we were talking -- or not we. Someone else
4 was asking you about the AMRR transaction, and you
5 referred to (audio cut out) the money went to AMRR. I
6 wrote down that you said it was FedEx's --

7 THE REPORTER: You cut out.

8 Q. -- money. Do you remember saying something
9 like that?

10 THE VIDEOGRAPHER: Hey, Davor, can you
11 ask the question again?

12 THE REPORTER: You cut out.

13 MR. RUKAVINA: I will. I'm sorry. I
14 don't know what's going on. I see and hear everyone
15 perfectly. I mean, I've cut out all of my other Wi-Fi
16 devices.

17 (Discussion off the record)

18 MR. RUKAVINA: Well, let's just try to
19 get through it and we'll see.

20 Q. Mr. Goodman, I had been referencing what I
21 thought was your prior testimony that you referred to
22 the \$44 million or so that went to AMRR as FedEx's
23 money. Did I remember that correctly?

24 A. I don't recall.

25 Q. Okay. Where -- do you have an understanding

1 of where the \$44 million or so that the debtor had in
2 its accounts at that time came from?

3 A. It came from FedEx.

4 Q. Okay. And you've testified that your -- your
5 signature on the document was not your signature or
6 authorized by you, correct?

7 A. That's correct.

8 Q. And you testified that you had discussed the
9 possibility of the AMRR transaction with Mr. Frinzi,
10 but that you never authorized it and you were surprised
11 to learn that he did it afterwards. Is that generally
12 correct?

13 A. No.

14 Q. Okay. What did I misstate there, sir?

15 A. So Jim talked to me about, you know, where the
16 company could, you know, use the money as long as it
17 gave benefit, you know, to the company, the
18 shareholders, and the creditors. And my comment was,
19 you know, that I -- that doesn't sound right. You
20 know, "You need to check with the attorneys," or, "Have
21 you checked with the attorneys?"

22 Q. Okay. Is that the extent of your recollection
23 of what you discussed with Mr. Frinzi?

24 A. Yes, yes.

25 Q. You cut out again. Did you answer yes?

1 A. To what?

2 Q. I asked -- you cut out right as you were
3 beginning to answer my question. My question was, is
4 that the extent of your memory about your
5 communications regarding this matter with Mr. Frinzi?

6 A. Yes.

7 Q. Okay. So, obviously, the trustee is
8 interested in how it came to be that the company
9 transferred something like \$60 million in only a few
10 months. And it sounds like about 44 million of that
11 was done without your authority, correct?

12 A. No. It would be all -- you know, all the
13 money or any of the money that was transferred from,
14 you know, Goodman was, you know, without my knowledge.

15 Q. Okay. But you knew that the company at one
16 point in time in December '01 or January -- I'm
17 sorry -- December '21 or January '22 had something like
18 \$60 million, right?

19 A. I don't recall.

20 Q. Okay. Well, was there ever a discussion of
21 why not use whatever cash or liquidity the company had
22 to pay its creditors back?

23 A. Well, that was -- you know, that was the
24 intent. It should have been the responsibility of the
25 company to go and do that, you know, to communicate

1 with the bondholders. I think that's what Jim was
2 doing to try to reach a settlement and then, you know,
3 talk to the other creditors and, you know, as well try
4 to reach settlement or a solution.

5 Q. Okay. When you were having any of these
6 discussions with Mr. Frinzi, did he ever mention the
7 name AMRR to you?

8 A. He mentioned AMRR to me. I was looking for a
9 company to buy, but -- but, yes it did come up before.

10 Q. When you say you were looking for a company to
11 buy, do you mean the debtor or you or some other entity
12 of yours?

13 A. It would have been an entity of mine.

14 Q. Okay. When you were having those discussions
15 was Mr. Frinzi, did he mention OnePath to you?

16 A. No. We just -- we were talking about a public
17 entity, somebody that -- you know, some type of company
18 that was out there that -- that I could go out and
19 acquire.

20 Q. Okay. Sitting here today -- and, again --
21 strike that.

22 When you just said "I," you meant you or
23 your other companies, not Goodman?

24 A. That's correct.

25 Q. Okay. So sitting here today, what

1 understanding, if any, do you have of the AMRR and
2 OnePath (audio cut out) engaged in?

3 A. That they happened. That's about all I know,
4 that -- you know, that Jim owns AMRR and AMRR went and
5 purchased OnePath.

6 Q. Well, AMRR is a publicly-traded company. Are
7 you aware of that?

8 A. Yes, I am.

9 Q. Did you ever discuss with Mr. Frinzi
10 purchasing a public shell?

11 A. I did, yes.

12 Q. Okay. In reference to the debtor or in
13 reference to something else?

14 A. No, just as me as an individual.

15 Q. And I'm not going to pry into your personal
16 business. Were you aware that the debtor funded the
17 purchase of that public shell by Mr. Frinzi?

18 A. I am, yes.

19 Q. You're aware of it now. When did you become
20 aware of it, to the best of your recollection?

21 A. Yeah, I don't recall.

22 Q. And I believe you said that you don't own any
23 interest in AMRR; is that correct?

24 A. That's correct.

25 Q. Does any relative or company affiliated with

1 you own any interest in AMRR?

2 A. No.

3 Q. Does Mr. Frinzi own any of his stock in AMRR
4 pursuant to some secret agreement with you?

5 A. No.

6 Q. Does he own any interest in AMRR in trust for
7 you or any of your family members?

8 A. No.

9 Q. Okay. Any of your trusts that you may have?

10 A. No.

11 Q. Okay. Did you or any family member of
12 company -- or company of yours financially benefit in
13 any way from of the AMRR transaction?

14 A. No.

15 Q. Okay. When did you learn that Mr. Frinzi had
16 done this AMRR transaction?

17 A. Oh, God. I don't know. I would have to go
18 back and look. It's -- I'm not sure.

19 Q. Can you tell me whether it was while you were
20 still a director to the best of your recollection?

21 A. Yeah, it was not.

22 Q. It was after you were a director?

23 A. After, after I separated from the company,
24 resigned as a director.

25 Q. Okay. Did you discuss with Mr. Frinzi any

1 financials of OnePath?

2 A. Not that I can recall, no.

3 Q. No EBITDA or multiples of EBITDA or revenue
4 for valuation purposes?

5 A. You know, he might have -- he -- I mean, we
6 might have talked about it. He might have mentioned
7 it, but I just -- I don't recall the -- I just remember
8 the conversation was a short, you know, conversation
9 about OnePath. And I knew of them because, you know,
10 of the year, two years prior, you know, where they gave
11 us, you know, a division of theirs that was a small --
12 a small group. And it was a cashless transaction, so
13 that's the only reason I knew about the name OnePath.

14 Q. Okay. Do you recall through which means or
15 median you might have had these discussions regarding
16 One Path's financials or valuation with Mr. Frinzi?

17 A. It would have been by phone.

18 Q. Okay. So do you know how much AMRR paid for
19 the assets of OnePath?

20 A. I do not know.

21 Q. Okay. Did you or any entity affiliated with
22 you or family member of yours receive any of those
23 funds directly or indirectly that were paid to OnePath
24 for the purchase of its assets?

25 A. No.

1 Q. Do you have any recollection of who owned
2 OnePath that might have received some of the proceeds
3 of that sale?

4 A. I do not know.

5 Q. Why were you against the debtor doing the
6 transaction that Mr. Frinzi had outlined to you?

7 A. What was that? I'm --

8 Q. Sir, and we're all very tired. It's 6:30. I
9 only have about a half an hour to go, but if you would
10 rather, again, resume tomorrow morning?

11 A. No, no, no, no. Let's do it tonight. I don't
12 understand the question. Can you -- can you help me?

13 Q. Sure. Sure. So we've established that
14 Mr. Frinzi had some discussions with you about some
15 AMRR/One Path transaction, right?

16 A. No, not about a transaction. Just about the
17 company.

18 Q. So you never discussed with him purchasing a
19 publicly-held traded shell in order to purchase the
20 assets of OnePath?

21 A. No, no, not -- not as a strategy. I mean, I
22 could have talked to him about it whenever I was
23 looking for a public entity, a public shell, to, you
24 know, put an entity in.

25 Q. But, obviously, you would not have used the

1 money of the debtor to do so, right?

2 A. Absolutely not.

3 Q. Okay. Do you think that what Mr. Frinzi did
4 was bad for the debtor?

5 A. Well, I mean, you know, that's kind of a tough
6 question. I mean if he pays back the money to the --
7 you know, to the debtor and to the -- you know, to the
8 creditors, to the bondholders and -- you know, I think
9 that's what everybody, you know, wants, is -- but --
10 but, you know, there's -- you can't be self-dealing,
11 you know, as an individual, so -- you know, so if
12 that's the intent, which I don't know, then, you know,
13 that wouldn't, you know, be professional. It wouldn't
14 be the right thing to do, you know, from the debtor.
15 But I don't know if he intends to pay back the money
16 and go to the creditors. You know, I haven't talked to
17 Jim about that.

18 Q. Well, if he had come to you with this proposal
19 in your capacity as a director, do you have an opinion
20 sitting here today as to whether you would have
21 approved it or rejected it?

22 A. Well, I would have -- if it -- if the benefit
23 would have been for the bondholders and creditors, I
24 would have approved it. I would have, you know, asked
25 him to go to the bondholders and, you know, go to the

1 creditors and get their approval because it would have
2 been a public entity. They could have, you know, all
3 had public stock, you know. It would have been an
4 asset on everybody's books. The bondholders, I'm sure,
5 would have been, you know, satisfied with cash and, you
6 know, public stock as well. The creditors, you know,
7 would have had a path to get all of their money back.

8 So -- but that's what I would have done
9 if he would have approached -- you know, talked with me
10 about it. I would have said, "Well, let's go talk to
11 the -- you know, go talk to the creditors and talk to
12 the bondholders and, you know, get everybody's buy-in."

13 Q. Okay. Without going into the detail of any
14 discussion that may have been had, did you or, to your
15 knowledge, anyone else ask the debtor's lawyer to look
16 at whether what Mr. Frinzi did with AMRR was
17 appropriate or not?

18 A. Well, I mean, we didn't know about it or I
19 didn't know about it until it already, you know,
20 happened. And, you know, once it happened, then I
21 think we all started asking questions. You know, I
22 asked my attorneys, the --

23 Q. Well, don't go into what you asked your
24 attorneys. I'm looking for an answer to this question
25 if one is possible. Why after you learned what

1 happened didn't someone immediately on behalf of the
2 debtor file a lawsuit against AMRR or Mr. Frinzi?

3 A. You know, I would have to -- you know, I -- I
4 don't recall right now. I mean, maybe we did have that
5 discussion, but, you know, it's -- I just have to go
6 back and look. I mean, I remotely remember talking
7 to -- you know, talking to my attorneys about, you
8 know --

9 MR. KLEINSASSER: Let's be -- let's not
10 go into what we -- what he and I discussed.

11 Q. No, I'm interested -- I'm interested,
12 Mr. Goodman, only for the debtor's attorneys. Did you
13 ever end up purchasing a public shell like you had been
14 discussing with Mr. Frinzi?

15 A. I did not, no.

16 Q. Okay. Without going into any personal
17 specifics, was there a particular reason that you can
18 give us at a high level as to why not?

19 A. Oh, I just decided to, you know, sell the
20 entity that -- that I was interested in and going down
21 the public route. And then we were acquiring, you
22 know, other companies, so I just didn't have the time
23 and interest to do it anymore.

24 Q. Okay. Do you recall if those discussions with
25 Mr. Frinzi he brought up to you that AMRR might be the

1 public shell that you purchase?

2 A. Well, I looked at AMRR, you know, to purchase
3 it before -- you know, before Jim did and passed on it.
4 But that -- so, yeah, we would have had a discussion
5 before he ever purchased it.

6 Q. Do you recall whether it was you in the first
7 instance or he that mentioned that name, AMRR?

8 A. No, I would have -- it would have been Jim. I
9 would have asked for his help to -- you know, if he
10 could -- you know, if he knew of a public company or if
11 he could go through, you know, any of his contacts.
12 But -- so I think he was able to locate it, share it
13 with me, and then, you know, we went and looked at --
14 looked at it and then decided to pass on it.

15 Q. Now, if we go back in time a little bit, did I
16 understand that you had originally brought Mr. Frinzi
17 on to be the CEO of the debtor?

18 A. That's correct.

19 Q. Okay. Why him?

20 A. You know, he was a consultant. I used him in
21 the past. He was successful. Whenever he came into
22 Goodman as a consultant, he -- he found \$58 million,
23 you know, new -- you know, new equity, you know, that
24 someone was interested in providing. And plus he found
25 another entity that the company could have done a joint

1 venture with, a partnership that was in the E-commerce
2 business.

3 So him being successful, finding those
4 two, you know, the opportunities just led me to believe
5 that -- you know, that he could help -- you know, help
6 the company.

7 Q. What \$58 million are you referring to, sir?

8 A. It was -- you know, it was a private equity
9 group that, you know, provided -- you know, it was a
10 nonbinding LOI to help the company transition, you
11 know, into the E-commerce business.

12 Q. Did that transaction ever proceed?

13 A. No, it did not. AT&T -- AT&T never gave us
14 the time to -- you know, for -- to acquire -- to make
15 the transition.

16 Q. My understanding of Mr. Frinzi's background is
17 that he's a lobbyist. Did you understand that?

18 A. Yes, that's correct.

19 Q. Okay. When -- when the board retained him as
20 CEO, did you have any knowledge of qualifications that
21 would enable him to run a company of this size?

22 A. Well, there was no business in the company.
23 So -- and, you know, he had the ability, the -- and the
24 contacts to communicate and reach out to different
25 organizations and different groups. And he

1 demonstrated that, you know, finding that -- that
2 nonbinding LOI and finding a company that could have
3 done a joint venture with Goodman. So he did
4 demonstrate the ability to -- you know, to help the
5 company.

6 Q. I thought that the company brought Mr. Frinzi
7 on back when it was still operating under the AT&T
8 contract. Was I mistaken?

9 A. Okay, wait. What's your question?

10 Q. When did -- when did the company, to your
11 recollection, retain Mr. Frinzi as the CEO?

12 A. In 2022. It would have been in 2022 and 2021,
13 late 2021. That's whenever AT&T notified the company
14 that they were terminating the contract.

15 Q. As the chief executive officer, did you expect
16 Mr. Frinzi to apply independent judgment or to just do
17 your --

18 THE REPORTER: "Do your" -- it cut out.

19 MR. RUKAVINA: Let me --

20 THE REPORTER: It looks like "apply
21 independent judgement or do your" --

22 MR. RUKAVINA: Can you hear me? Can you
23 hear me, Donna?

24 THE REPORTER: Yes, now I can.

25 They're out there trying to pick up all

1 these trees. Okay, yes.

2 MR. RUKAVINA: Let me ask a different
3 question and strike the last one.

4 Q. When Mr. Frinzi was brought on to chief -- was
5 brought on as the chief executive officer, what did you
6 expect him to do as the CEO?

7 A. To communicate with the bondholders and the
8 creditors and to, you know, wind down the company.
9 That was the expectation, or create value for the
10 company if there was, you know, an opportunity for
11 the -- you know, if there was an opportunity for the
12 company. But primarily to communicate with the
13 bondholders, the creditors, and, you know, help wind
14 down the company.

15 Q. Okay. I think there is a word in the Jewish
16 language called a shill. Have you ever heard of such a
17 thing?

18 A. No. I have heard of the maven, you know, a
19 maven.

20 Q. I don't -- I don't know that. But here is my
21 question.

22 Did you and Mr. Frinzi ever have a
23 discussion that basically, as the CEO, he would just be
24 doing whatever you wanted and not applying any
25 independent judgment?

1 A. No, because I separated myself, you know, from
2 the company. And, you know, Jim knew, you know, the
3 steps, what needed to take place to wind down the
4 company, how much money the company had, you know, and
5 then, you know, let the lawyers give direction and
6 advice on what the best thing to do and communicate
7 that with the creditors and the bondholders.

8 Q. And did those discussions include the company
9 filing a Chapter 11 early in 2022?

10 A. No, it did not.

11 Q. Okay. You never told him that the company is
12 not to file a Chapter 11 in early 2022 back when you
13 were a director?

14 A. Not that I can recall.

15 Q. You never discussed with him that the company
16 shouldn't file a Chapter 11 because someone would look
17 at insider transactions?

18 A. Not that I can recall, no.

19 Q. In the last four years, did you personally get
20 any money out of Goodman by way of equity distribution?

21 A. Can you ask the question again? Equity, like
22 selling my shares equity or --

23 Q. No, no, no. I'm asking -- I'm asking about
24 the company paying any dividend or distribution on
25 account of common stock.

1 A. No.

2 Q. Okay. To your knowledge, did any of your
3 family members in the last four years get any such
4 distribution?

5 A. Not that I'm aware of.

6 Q. Okay. No entity or trust affiliated with you?

7 A. No.

8 Q. Is it fair to say that the only money you got
9 was these preferential shares that you were talking
10 about earlier?

11 A. No, I didn't get anything from the company.

12 MR. RUKAVINA: Matthias, is that your
13 kid?

14 MR. KLEINSASSER: That is not me for
15 once. My daughter did appear earlier, but they are out
16 of the house right now.

17 Q. Okay. Mr. Goodman, changing topics, you
18 mentioned that you had some telephone conversations
19 with Mr. Frinzi. Did you record any of them?

20 A. I did not.

21 Q. Okay. Do you know whether Mr. Frinzi or
22 someone else recorded them?

23 A. Not that I'm aware of.

24 Q. Did you and Mr. Frinzi ever discuss
25 undertaking any action or protocol to ensure that your

1 communications would not be preserved?

2 A. No, not that I recall.

3 Q. At the time that Mr. Frinzi was the chief
4 executive officer of the debtor, was he providing other
5 services to you or any companies or trusts with which
6 you may be involved?

7 A. No.

8 Q. Okay. Did the company, debtor, pay a
9 severance to your son, Jake?

10 A. Not a severance. It paid him a consulting
11 fee.

12 Q. Okay. Are you sure that it wasn't a
13 severance?

14 A. I would have to go back and look. I thought
15 it was a consulting fee that had to be paid.

16 Q. Did you have any communications with Mr.
17 Frinzi urging him to pay that consulting fee or
18 severance, whatever it might be?

19 A. Yes, from the -- I'm sure I would have --
20 would have talked to Jim about, you know, paying it.

21 Q. Other than him being your son, why would the
22 company be paying him?

23 A. For his consulting services.

24 Q. Which consists of what, sir?

25 A. Research, analytics. It could have been a

1 number of reasons.

2 Q. Who -- do you know (inaudible)?

3 A. I'm sorry, you cut out.

4 Q. Yes. Do you know who, on behalf of the
5 debtor, decided to retain your son, Jake Goodman, as a
6 consultant?

7 A. I do not.

8 Q. Okay. Was it you?

9 A. It could have been. I'm not sure.

10 Q. Do you recall any process that the debtor or
11 you took to find out whether he would be worth it, for
12 lack of a better term?

13 A. I'm not sure. I don't know.

14 Q. Okay. Were you ever paid by the debtor for
15 your services as a director?

16 A. I should have, yes.

17 Q. Do you recall if it was just a nominal amount
18 or was it a sizeable amount? Can you give me an
19 understanding?

20 A. I don't recall. I would have to go back and
21 look at it.

22 Q. Okay. Were you ever paid by the debtor, let's
23 say in the last two years, as a consultant or officer
24 or for anything else other than a director?

25 A. Yes.

1 Q. Okay. Tell me about that, sir, please.

2 A. As a consultant, I was paid as a consultant.

3 Q. Okay. Between when and when and how much,
4 approximately?

5 A. I don't recall. I don't recall the dates. I
6 don't recall the amount. It was presented earlier --

7 Q. Was it --

8 A. -- in the exhibit.

9 Q. Okay. Was it the same time that you were a
10 director?

11 A. I don't know. I can't remember.

12 Q. Okay. And it might have been when I had that
13 emergency hearing. So if you have already gone over
14 this, Matthias can just tell me to move on.

15 What consulting services did you provide?

16 A. Providing Goodman with \$25 million and
17 another, you know, \$20 million to reduce debt, to help
18 them find a joint venture, a partnership between -- you
19 know, a discussion with ARRIS, you know, FedEx, to talk
20 with AT&T about retaining -- keeping the contract and
21 bringing additional capital to the company. And so it
22 would have been that -- it would have been that type of
23 consulting service.

24 Q. Okay. Do you know what the word "schedules"
25 filed in the bankruptcy means if I use that word,

1 "schedules"?

2 A. You would have to (inaudible).

3 Q. Okay. Do you know what the word SOFA, or
4 statement of financial affairs, would mean?

5 A. No.

6 Q. Okay. Do you know whether you have seen the
7 schedules or SOFA filed by this debtor in the
8 bankruptcy case?

9 A. I don't recall seeing it.

10 Q. Do you recall whether anyone asked you about
11 information that they would use to populate the
12 schedules and SOFA?

13 A. It doesn't ring a bell. I don't remember.

14 Q. In the last six weeks, did anyone ask you to
15 help provide some background or historical financial
16 data about the debtor?

17 A. Would that have been the subpoena?

18 Q. No, sir. No, sir. Other than the subpoena.

19 A. Not that I recall, no.

20 Q. Did you discuss with your brother, John
21 Goodman, anything having to do with the debtor's
22 historical or financial data?

23 A. No.

24 Q. Okay.

25 A. I mean, we always just try to stay away from

1 the -- you know, the bankruptcy and let the attorneys
2 handle it. I mean, we talk high level about stuff, but
3 nothing in detail.

4 Q. Are you aware -- and feel free to speculate.
5 You are fair to speculate.

6 Are you aware today of any lawsuits that
7 you think the debtor might have against the third
8 parties?

9 A. Can you help me with that? So the debtor
10 would -- lawsuits that the debtor would have with who?

11 Q. Against -- against someone else.

12 A. Not that I'm aware of. I'm not aware of
13 Goodman filing a lawsuit on somebody.

14 Q. Okay. Now, I think we discussed earlier a
15 sale by the debtor to Unified Field -- Field Services,
16 right?

17 A. Yes.

18 Q. And that was its -- of its E-commerce business
19 to June 2021?

20 A. Yes.

21 Q. And that was for \$10 million?

22 A. It -- yes, it was a bond transfer.

23 Q. Isn't it true, sir, that Unified Field
24 Services issued a promissory note of \$3.6 million to
25 the debtor?

1 A. I don't recall. They could have.

2 Q. Okay. Do you recall whether that promissory
3 note, if it ever existed, was canceled or forgiven by
4 the debtor?

5 A. I don't think it was.

6 Q. Do you recall ever instructing that it be
7 removed from the debtor's books and records?

8 A. I mean, I could have. You know, paying
9 \$10 million for a -- you know, a business that's
10 already lost, you know, \$14 million and -- but I don't
11 recall. I mean, I could have.

12 Q. Okay. Do you have any understanding, sitting
13 here today, about whether Unified Field Services owes
14 any money to the debtor?

15 A. It does.

16 Q. Okay. Tell me about your understanding,
17 please.

18 A. That it owes money to the debtor. I just
19 don't know what the exact amount or the terms of it
20 are.

21 Q. Okay. And is that amount owing to the debtor,
22 whatever it is, still lingering from the sale of the
23 E-commerce business?

24 A. I don't know.

25 Q. Okay. Do you know of any other reason why UFS

1 might owe money to the debtor?

2 A. I do not, no.

3 Q. Okay. Now, is it fair -- strike that.

4 Did Genesis or you or any other entity
5 affiliated with you sell certain contracts or line of
6 businesses to the debtor in 2019?

7 A. We sold a business in 2019 to -- to the
8 debtor.

9 Q. And was it for \$20 million?

10 A. That sounds correct.

11 Q. Do you recall if it was cash money paid by the
12 debtor or something else?

13 A. I don't recall.

14 Q. Okay. Were you a director of the debtor at
15 that time?

16 A. I would have to go back and look. I can't
17 remember.

18 Q. Do you recall if any third-party valuation was
19 done of the line of business sold to the debtor?

20 A. You would need to ask Goodman. That would
21 have been their decision.

22 Q. Okay. Well, Genesis sold it to the debtor,
23 right?

24 A. Yes, yes.

25 Q. So do you have any recollection of how the

1 \$20 million purchase consideration was arrived at?

2 A. I do not.

3 Q. Okay. Do you recall whether you made a
4 decision or shared in a decision made by the debtor to
5 go ahead and buy that line of business?

6 A. No. I would have removed myself from that
7 discussion or that decision.

8 Q. Okay. You were asked this before, but I want
9 to ask it again.

10 When you resigned as the director of the
11 debtor, did it have anything to do with you removing
12 yourself in order to avoid any appearance of
13 self-dealing?

14 A. It could have. You know, I was very sensitive
15 about that, wanted to do everything by the book.

16 Q. But to be clear, you were not involved in the
17 AMRR/Frinzi transaction at all, right?

18 A. That's correct.

19 Q. But you were involved in some capacity
20 with 18920, right?

21 A. As a seller just selling, you know, an asset
22 to them, but not -- I didn't direct it, I didn't go to
23 them, I didn't find them, I didn't know who they were.

24 Q. Are -- are you telling me that it's someone
25 else who introduced Mr. Auerbach to you?

1 A. Yes, that's correct.

2 Q. Okay. It was not you who introduced

3 Mr. Auerbach to someone else?

4 A. I don't understand your question.

5 Q. How did you first learn the name of Shalom

6 Auerbach?

7 A. I was introduced to him, you know, from --

8 from Jim, from Jim Frinzi.

9 Q. Okay. And you had not heard of Shalom

10 Auerbach before Mr. Frinzi introduced him to you?

11 A. That's correct. I have never met him before.

12 Q. Okay. And if I understand, you sold certain

13 preferred stock that you owned to 18920, right?

14 A. Yes.

15 Q. Okay. And that preferred stock had some legal

16 right to have it be paid by the debtor right away,

17 right?

18 A. I don't recall.

19 Q. Okay. Did you get any money out of that?

20 A. When I sold the preferred shares?

21 Q. Yes.

22 A. The -- the Goodman investments got the money

23 for it.

24 Q. How much, just ballpark from your memory?

25 A. I don't recall.

1 Q. Did you instruct Mr. Frinzi to honor that
2 preferred -- preferential, whatever that legal
3 requirement is on behalf of the debtor?

4 A. No.

5 Q. Did you discuss with Mr. Frinzi whether the
6 debtor might decline because of its financial situation
7 to honor that preferential demand?

8 A. No.

9 Q. Did you have any role with respect to the
10 debtor's decision to go ahead and send out
11 \$14.5 million in cash for that?

12 A. No.

13 Q. Did you have any role in the debtor's decision
14 to transfer half of the AMRR note in partial
15 consideration of that preferential demand?

16 A. No.

17 Q. Did you resign as a director in order not to
18 have to make that decision on behalf of the debtor?

19 A. No.

20 Q. Okay.

21 MR. RUKAVINA: I think we have only about
22 five minutes left, so let's do this. Let me take a
23 five-minute break to talk to my client and then we will
24 conclude this. Is that acceptable, Matthias?

25 MR. KLEINSASSER: Yeah. Well, I think

1 Dave Parham may want to ask questions. I'm not sure
2 what his position is on that.

3 MR. RUKAVINA: Okay. Well, I'm told that
4 I'm approaching five minutes to --

5 MR. PARHAM: I'm good. Yeah, I'm good on
6 what I've heard. I don't know what happened while I
7 was gone.

8 THE VIDEOGRAPHER: Off the record at
9 6:53 p.m.

10 (Recess from 6:53 p.m. to 6:59 p.m.)

11 THE VIDEOGRAPHER: On the record at
12 6:59 p.m.

13 Q. (BY MR. RUKAVINA) Mr. Goodman, you referenced
14 that you were trying to help the company retire about
15 \$20 million in debt. What were you referring to?

16 A. The bond obligation the company had.

17 Q. The one that the company paid \$17 million on?

18 A. No, the one that the Auerbach company paid
19 for.

20 Q. Okay. So you did help the company retire that
21 debt?

22 A. That and the \$25 million that I brought into
23 the company in addition to that.

24 Q. How did you bring the \$25 million in?

25 A. Through one of my investors.

1 Q. Okay. Was it an equity contribution or how
2 did -- what \$25 million are you referring to?

3 A. It ended up being an equity contribution.

4 Q. When?

5 A. I don't know.

6 Q. Okay.

7 A. We can -- I'm sure we can go look it up. It
8 was the equity contribution and the bond contribution,
9 you know, taking AT&T's advice.

10 Q. And it's your testimony that you in no way
11 profited directly or indirectly from the Auerbach
12 transaction?

13 A. Well, no, I didn't profit directly or
14 indirectly from a Goodman purchase. You know, my
15 company, you know, did profit -- or not profit -- was
16 able to sell its, you know, bonds to the Auerbach
17 company, not the Goodman company.

18 Q. But it sold them to the Auerbach company for
19 less money than the Auerbach company got out of
20 Goodman, correct?

21 A. I don't know. We would have to go back and
22 look at it.

23 Q. You don't remember there being a \$6 million
24 markup?

25 A. I wasn't aware of it.

1 Q. Okay. Do you have any understanding or
2 explanation for how it is that the company had a large
3 cash position by December of 2021?

4 A. Yes.

5 Q. What's your understanding?

6 A. That that was FedEx's money.

7 Q. Okay. Did you have any discussion with
8 Mr. Frinzi about converting those liquid funds into
9 some other mechanism so that they would not be
10 available to be seized by a creditor?

11 A. No.

12 Q. Okay. No discussion of that kind at all?

13 A. No.

14 Q. Okay. Are you -- were you aware that in
15 June 2020, the debtor sold the Goodman Telecom
16 Services -- I'm sorry -- sold to Goodman Telecom
17 Services some of its business units?

18 A. Yes.

19 Q. For \$30 million in cash and some Class E
20 units?

21 A. Yes.

22 Q. And did -- that company, Goodman Telecom
23 Services, was controlled or owned by John Goodman, your
24 brother?

25 A. Yes.

1 Q. Did you, as a board member, consider and/or
2 approve that transaction?

3 A. I'm not sure. I would have to go back and see
4 if I recused myself from that vote.

5 Q. Do you recall whether those Class E units had
6 a put option?

7 A. I can't recall.

8 Q. Okay. Do you recall if the company paid
9 approximately \$4 to \$8 million on that put option?

10 A. I don't know. I'm not aware.

11 Q. Sir, have I been courteous and professional to
12 you?

13 A. Yes, yes.

14 Q. You have been likewise. Thank you.

15 MR. RUKAVINA: I'll pass the witness.

16 MR. KLEINSASSER: Dave -- Dave Parham, I
17 just want to clarify you have no questions before I
18 start.

19 MR. PARHAM: Yeah, no, I have no
20 questions.

21 MR. KLEINSASSER: Okay.

22 EXAMINATION

23 BY MR. KLEINSASSER:

24 Q. So, James, I'm just going to ask a couple
25 quick follow-up questions to clarify a couple things

1 for the record.

2 Do you recall earlier there was a little
3 bit of testimony regarding whether you owned an
4 interest in Multiband Global Resources, which I believe
5 the -- or there was -- there were questions about was
6 it affiliated with James Frinzi? Do you recall that
7 testimony?

8 A. I do.

9 Q. Okay. So fair to say there were two Multiband
10 entities, right?

11 A. That's correct.

12 Q. One is a subsidiary of the debtor, Goodman
13 Networks, and that's Multiband Field Services or
14 something to that effect, right?

15 A. Yes.

16 Q. Okay. And then there is a separate entity, as
17 you understand it, called Multiband Global Resources,
18 which has some affiliation with James Frinzi one way or
19 the other, right?

20 A. Yes.

21 Q. Okay. Do you own an interest in the Multiband
22 entity that's affiliated with James Frinzi?

23 A. I do not, no.

24 Q. Okay. Have you had any business dealings with
25 that entity at all?

1 A. No.

2 Q. Okay. So we're just clarifying, obviously,
3 for the record that when you were asked if you own an
4 interest in the entity, you were thinking that it was
5 the subsidiary of the debtor, Multiband Field Services,
6 not Multiband Global Resources, correct?

7 A. Yes, that's correct.

8 Q. Okay. Thank you for clarifying that.

9 I believe there were some questions by
10 Mr. Phair earlier regarding when you were interim CEO,
11 and I believe you had testified that was in 2022. And
12 we may have gotten that date wrong; it's been a long
13 day. But I believe your testimony was that you were
14 CEO after Mark Keiffer; is that correct?

15 A. I can't remember, Matthias. I really need to
16 look it up.

17 Q. That's fine. Let me just short-circuit this.

18 You verbally resigned from the board in
19 December 2021, correct?

20 A. Yes, correct.

21 Q. And then -- and then -- sorry. And there was
22 a written notice of resignation subsequently sent on or
23 around February 1st of 2022, right?

24 A. Yes.

25 Q. Okay. So given that you were not even on the

1 board after -- you resigned from the board after
2 December 2021, you were not the CEO of Goodman Networks
3 in 2022, correct?

4 A. That's correct.

5 Q. Okay. We may have just misstated that.

6 Okay. Last question. When you were
7 on -- when you were an officer or a director of Goodman
8 Networks, did you rely on the advice of counsel,
9 whether in-house or outside counsel, to carry out your
10 duties?

11 A. I did.

12 Q. Okay. And we just established that you
13 verbally resigned from the board of Goodman Networks in
14 December 2021 and that you sent a written notice on or
15 about February 1st, 2022, right?

16 A. Yes.

17 MR. LANGLEY: Objection to form.

18 Q. Sure. So it -- and that's -- so that's -- you
19 have not been on the board --

20 THE REPORTER: Who objected? Who
21 objected there? I'm sorry. I didn't see who objected.

22 MR. LANGLEY: I apologize. That was Adam
23 Langley for FedEx.

24 THE REPORTER: Oh, okay, Adam.

25 Q. It sounds -- it sounds from that timeline that

1 you have not been on the board of Goodman Networks for
2 over a year, correct?

3 A. Yes.

4 Q. Do you believe that the time period since you
5 have been on the board could possibly have affected
6 your memory as to some of the questions you have been
7 asked today?

8 A. Can you ask me that again?

9 Q. Yes. Is it fair to say that some things that
10 you may have known in, say, November of 2021 as a board
11 member, you don't remember now because it's been over a
12 year since then?

13 A. That's correct, yes.

14 MR. RUKAVINA: Object to form.

15 Q. But at the time -- is it fair to say that when
16 you were a director of Goodman Networks, you attempted
17 to fulfill -- fulfill to the best of your abilities any
18 duties in good faith relying on counsel to carry out
19 the --

20 MR. SULLIVAN: Objection to form.

21 MR. KLEINSASSER: Can I -- let me just
22 ask the question again because you're cutting me off.

23 Q. Did you attempt to carry out your duties at
24 the time you were a director to the best of your
25 ability and to be fully informed?

1 A. I did.

2 MR. KLEINSASSER: I'm going to reserve
3 any further questions.

4 THE REPORTER: Who just objected just
5 right in between there? Adam, that wasn't you again,
6 right, in between there?

7 MR. SULLIVAN: I think Davor objected to
8 the prior question and I objected to the question just
9 before the last one.

10 MR. SULLIVAN: That was Ryan Sullivan
11 objecting to the prior question.

12 THE REPORTER: Oh, okay.

13 MR. SULLIVAN: Yeah, Davor did not
14 object.

15 THE REPORTER: I couldn't see you.

16 MR. SULLIVAN: I apologize.

17 THE REPORTER: I was trying to guess.

18 MR. KLEINSASSER: Okay. So I think we're
19 done, right?

20 THE VIDEOGRAPHER: Off the record
21 at 7:08 p.m.

22 MR. LANGLEY: I think FedEx wants a rough
23 on this one.

24 MR. GUFFY: This is Philip Guffy from
25 Hunton Andrews Kurth. We will want a rough as well.

1 MR. SULLIVAN: As will ARRIS.

2 THE REPORTER: Who was that? ARRIS?

3 MR. SULLIVAN: Yes, this is Ryan Sullivan
4 for ARRIS. ARRIS would like a rough, please.

5 THE REPORTER: Okay. Yeah.

6 MS. FUNK: Munsch Hardt would also like a
7 rough for the trustee. Thank you.

8 MR. KLEINSASSER: Same for James
9 Goodman's counsel, Matthias Kleinsasser. I would like
10 a rough draft as well.

11 (Proceedings concluded at 7:09 p.m.)

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1 CHANGES AND SIGNATURE

2 WITNESS NAME: JAMES GOODMAN

3 DATE OF DEPOSITION: FEBRUARY 1, 2023

4 PAGE LINE CHANGE REASON

5 _____

6 _____

7 _____

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24 _____

25 _____

1 I, JAMES GOODMAN, have read the foregoing
2 deposition and hereby affix my signature that same is
3 true and correct, except as noted above.

4 _____
JAMES GOODMAN

5
6 THE STATE OF _____)

7 COUNTY OF _____)

8 Before me, _____, on this day personally
9 appeared JAMES GOODMAN, known to me (or proved to
10 me under oath or through _____) (description
11 of identity card or other document) to be the
12 person whose name is subscribed to the foregoing
13 instrument and acknowledged to me that he executed
14 the same for the purposes and consideration therein
15 expressed.

16
17 Given under my hand and seal of office, this
18 _____ day of _____, _____.

19
20 _____
NOTARY PUBLIC IN AND FOR
21 THE STATE OF _____

22
23 My commission expires: _____

24 _____ No Changes Made _____ Amendment Sheet(s) Attached
25

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: CHAPTER 7
GOODMAN NETWORKS, INC. CASE NO.:
DEBTOR. 22-31641(MVL)

REPORTER'S CERTIFICATION OF THE ORAL
DEPOSITION OF JAMES GOODMAN
FEBRUARY 1, 2023
(REPORTED REMOTELY)

I, Donna Wright, a Certified Shorthand
Reporter and Notary Public in and for the State of
Texas, hereby certify to the following:

That the witness, JAMES GOODMAN, was remotely
duly sworn by the officer and that the transcript of
the oral deposition is a true record of the testimony
given by the witness;

That the original deposition was delivered to
Mr. Matthias Kleinsasser.

That a copy of this certificate was served on
all parties and/or the witness shown herein on
_____;

I further certify that pursuant to FRCP Rule
30(3) that the signature of the deponent:

__X__ was requested by the deponent or a party
before the completion of the deposition and that the
signature is to be before any notary public and

1 returned within 30 days from date of receipt of the
2 transcript. If returned, the attached Changes and
3 Signature Page contains any changes and the reasons
4 therefore:

5 _____ was not requested by the deponent or a
6 party before the completion of the deposition.

7 I further certify that I am neither counsel
8 for, related to, nor employed by any of the parties or
9 attorneys in the action in which this proceeding was
10 taken, and further that I am not financially or
11 otherwise interested in the outcome of the action.

12 Certified to by me on this, the 3rd day of
13 February, 2023.

14
15
16 
17

DONNA WRIGHT, Texas CSR 1971

18 Expiration Date: 11/30/24

VERITEXT LEGAL SOLUTIONS

1 COUNTY OF TRAVIS)

2 STATE OF TEXAS)

3 I hereby certify that the witness was notified
4 on _____ that the witness has 30 days or
5 (_____ days per agreement of counsel) after being
6 notified by the officer that the transcript is
7 available for review by the witness and if there are
8 changes in the form or substance to be made, then the
9 witness shall sign a statement reciting such changes
10 and the reasons given by the witness for making them;

11 That the witness' signature was/was not returned as
12 of _____.

13 Subscribed and sworn to on this, the _____ day
14 of _____, 2023.

15
16
17
18 _____
19 VERITEXT LEGAL SOLUTIONS
20
21
22
23
24
25

1 Mr. Matthias Kleinsasser, Esq., mkleinsasser@winstead.com

2 February 3, 2023

3 RE: In Re Goodman Networks, Inc., D/B/A Goodman Solutions
4 DEPOSITION OF: James Goodman (# 5688689)

5 The above-referenced witness transcript is
6 available for read and sign.

7 Within the applicable timeframe, the witness
8 should read the testimony to verify its accuracy. If
9 there are any changes, the witness should note those
10 on the attached Errata Sheet.

11 The witness should sign and notarize the
12 attached Errata pages and return to Veritext at
13 calendar-pa@veritext.com.

14 According to applicable rules or agreements, if
15 the witness fails to do so within the time allotted,
16 a certified copy of the transcript may be used as if
17 signed.

18 Yours,

19 Veritext Legal Solutions
20
21
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23
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25

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Federal Rules of Civil Procedure

Rule 30

(e) Review By the Witness; Changes.

(1) Review; Statement of Changes. On request by the deponent or a party before the deposition is completed, the deponent must be allowed 30 days after being notified by the officer that the transcript or recording is available in which:

(A) to review the transcript or recording; and

(B) if there are changes in form or substance, to sign a statement listing the changes and the reasons for making them.

(2) Changes Indicated in the Officer's Certificate. The officer must note in the certificate prescribed by Rule 30(f)(1) whether a review was requested and, if so, must attach any changes the deponent makes during the 30-day period.

DISCLAIMER: THE FOREGOING FEDERAL PROCEDURE RULES ARE PROVIDED FOR INFORMATIONAL PURPOSES ONLY.

THE ABOVE RULES ARE CURRENT AS OF APRIL 1, 2019. PLEASE REFER TO THE APPLICABLE FEDERAL RULES OF CIVIL PROCEDURE FOR UP-TO-DATE INFORMATION.

VERITEXT LEGAL SOLUTIONS
COMPANY CERTIFICATE AND DISCLOSURE STATEMENT

Veritext Legal Solutions represents that the foregoing transcript is a true, correct and complete transcript of the colloquies, questions and answers as submitted by the court reporter. Veritext Legal Solutions further represents that the attached exhibits, if any, are true, correct and complete documents as submitted by the court reporter and/or attorneys in relation to this deposition and that the documents were processed in accordance with our litigation support and production standards.

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